

# AVENGERS® VS. NEW ULTIMATES®

MILLAR • YU • SEGOVIA

**MARVEL**



# DEATH OF SPIDER-MAN



# AVENGERS VS. NEW ULTIMATES



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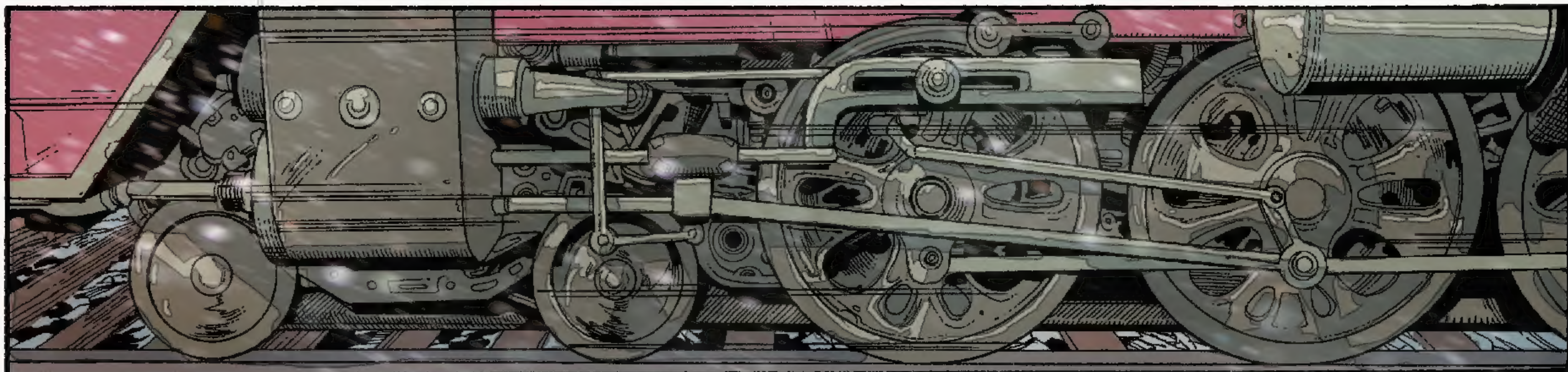
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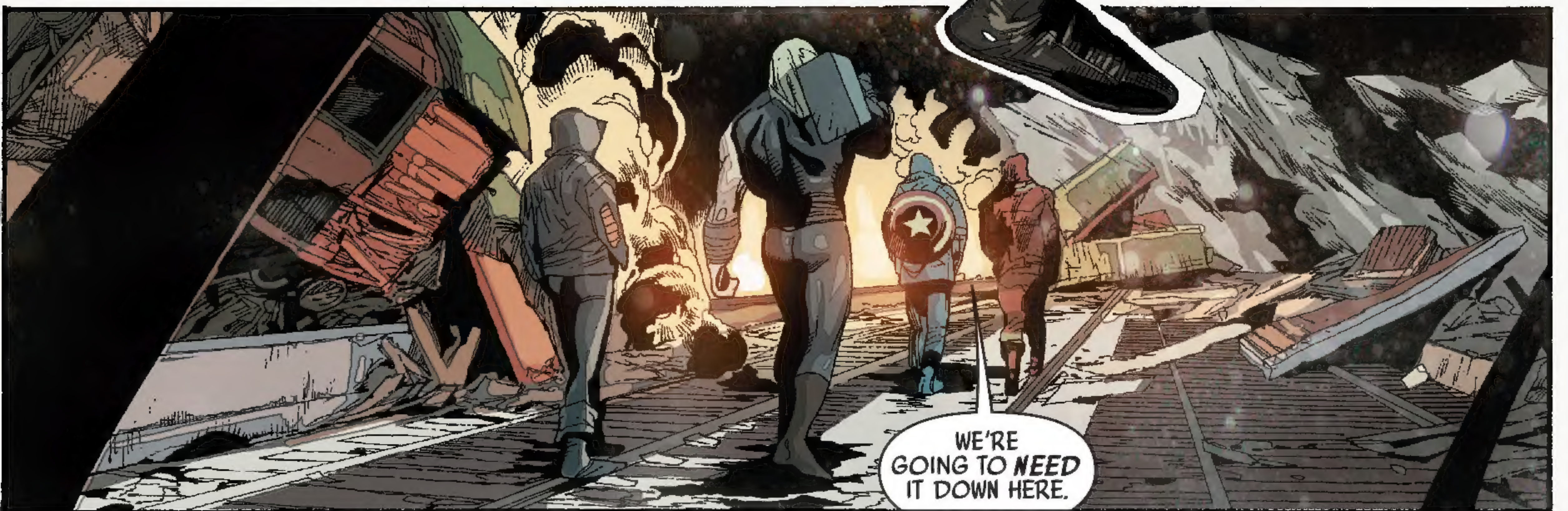
STARA PLANINA,  
BULGARIA:



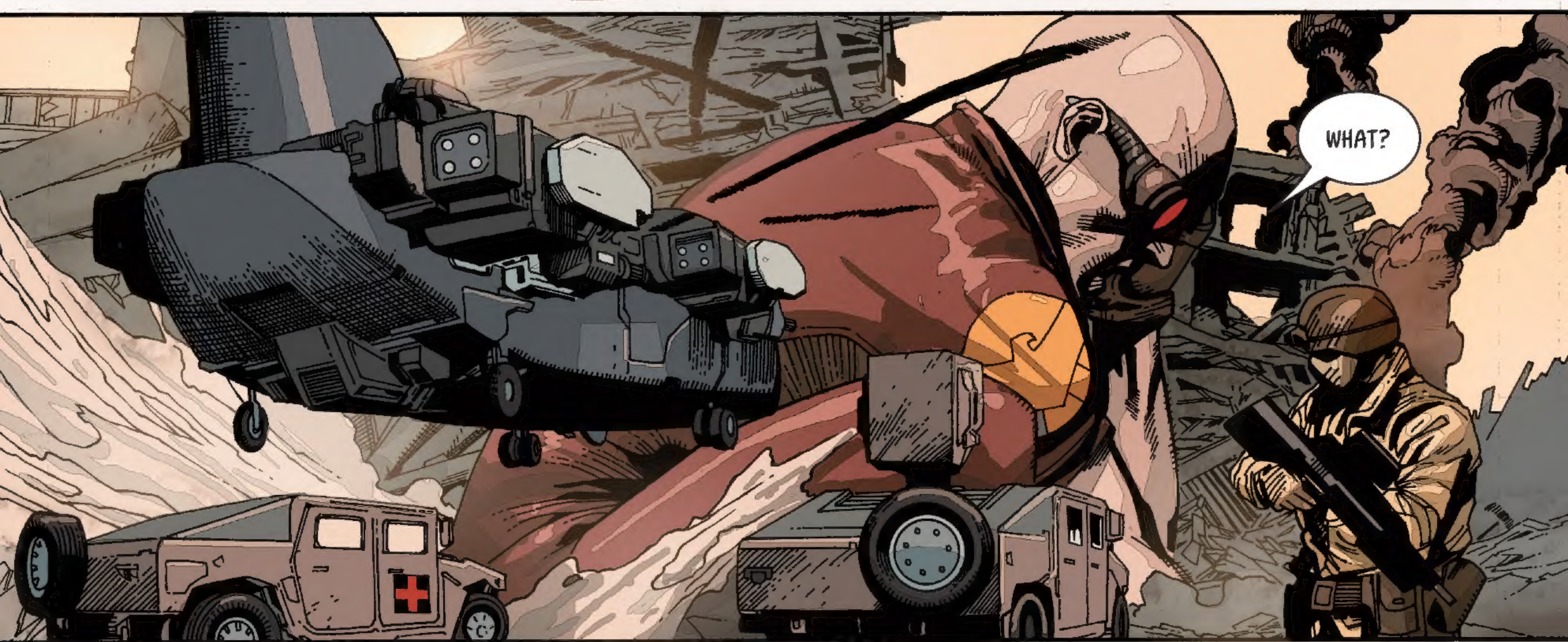
















MY  
GOD.





DON'T TRY TO GET UP. YOU'RE STILL CONCUSSED.

JUST LIE DOWN FOR A SECOND AND WE'LL TRY TO GET SOME FLUID INSIDE YOU. ARE YOU FIT FOR A HEIGHT SUBTRACTION?

I DON'T THINK SO. I CAN'T REALLY CONCENTRATE.

YOU'RE STILL IN SHOCK. JUST CLOSE YOUR EYES AND GET YOUR **BREATHING** REGULATED. YOU'LL BE OKAY IN A COUPLE OF *MINUTES*.



I NEED TO CALL MY KIDS. THEY'LL BE WORRIED SICK.

NOBODY'S CALLING ANYWHERE, DOCTOR. WE'VE GOT THIRTY-THOUSAND PEOPLE ON THE ISLAND AND THEY'RE ALL TRYING TO GET A CELL-PHONE SIGNAL.

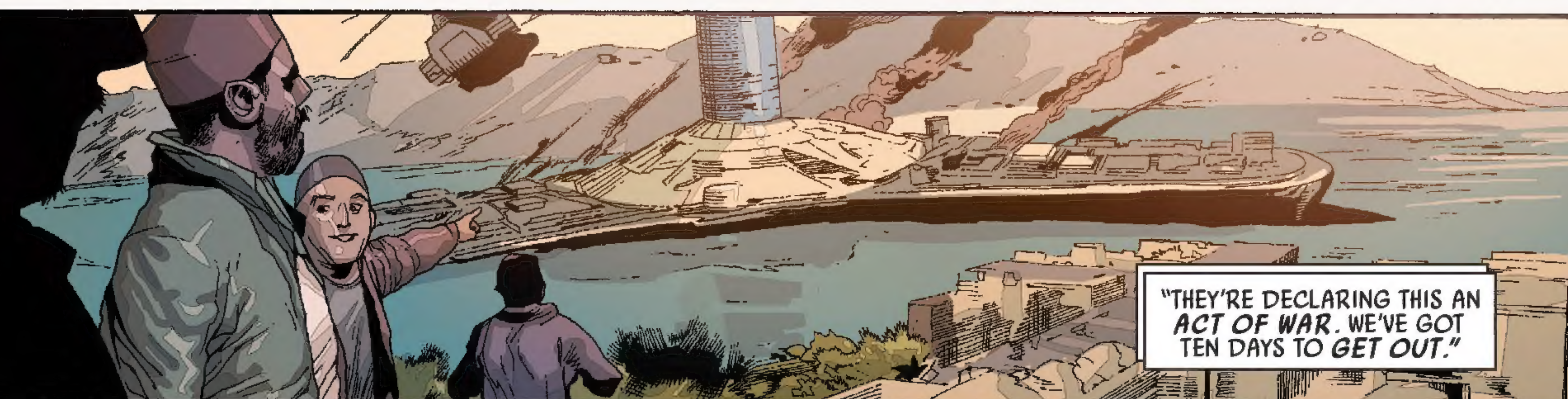


THEY'RE TALKING A *WEEK* TO GET US HOME, BUT POWERS AND SCIENTISTS ARE BEING PRIORITIZED.

WHAT ABOUT *THE LOCALS*? DO THEY REALIZE THIS WAS AN *ACCIDENT*?



ARE YOU KIDDING? THE TRISKELION IS THE ULTIMATE SYMBOL OF *AMERICAN POWER*. THEY MIGHT AS WELL HAVE BEAMED *THE PENTAGON* OVER HERE.



"THEY'RE DECLARING THIS AN *ACT OF WAR*. WE'VE GOT TEN DAYS TO GET OUT."



MANHATTAN:



I DON'T UNDERSTAND. WHY DO WE HAVE TO DO THIS IN THE MIDDLE OF THE ROAD?

THOR'S INSTRUCTIONS, COLONEL DANVERS. HE SAID THE LIGHTNING MIGHT DAMAGE THE HOSPITAL EQUIPMENT.

I GUESS WE SHOULD BE GRATEFUL HE EVEN ANSWERED HIS CELL-PHONE. HE NEVER HAS THAT THING ON.



I WISH I COULD SAY THE SAME.

MISTER STARK IS BEING EVACUATED IN THE NEXT FEW SECONDS, MA'AM. GROUND-TEAM SAID THEY SHOULD BE HERE ANY MINUTE.



STAND BACK, PLEASE, DOCTOR.

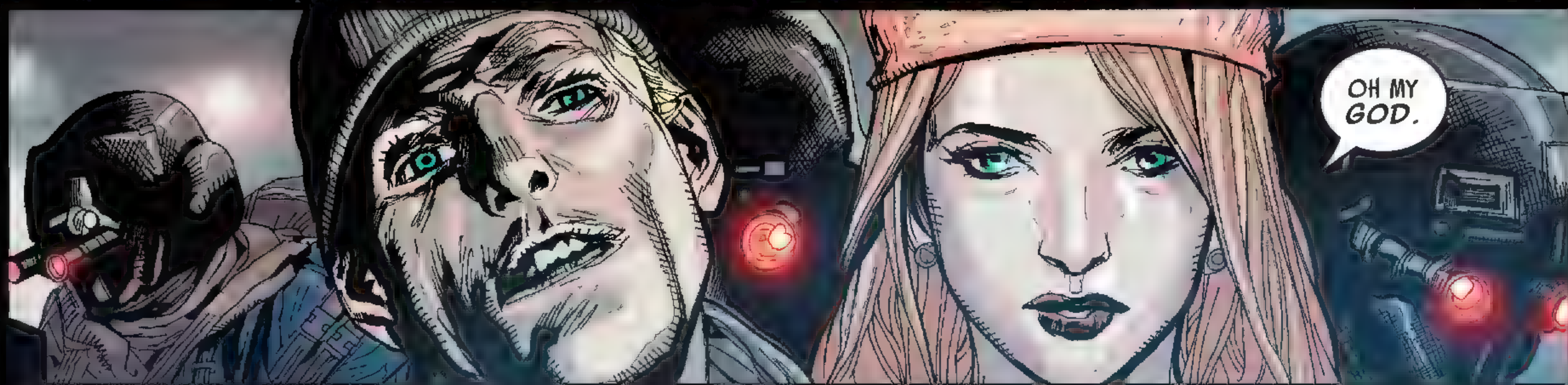


I CAN FEEL THE HAIRS ON MY NECK STANDING ON END...



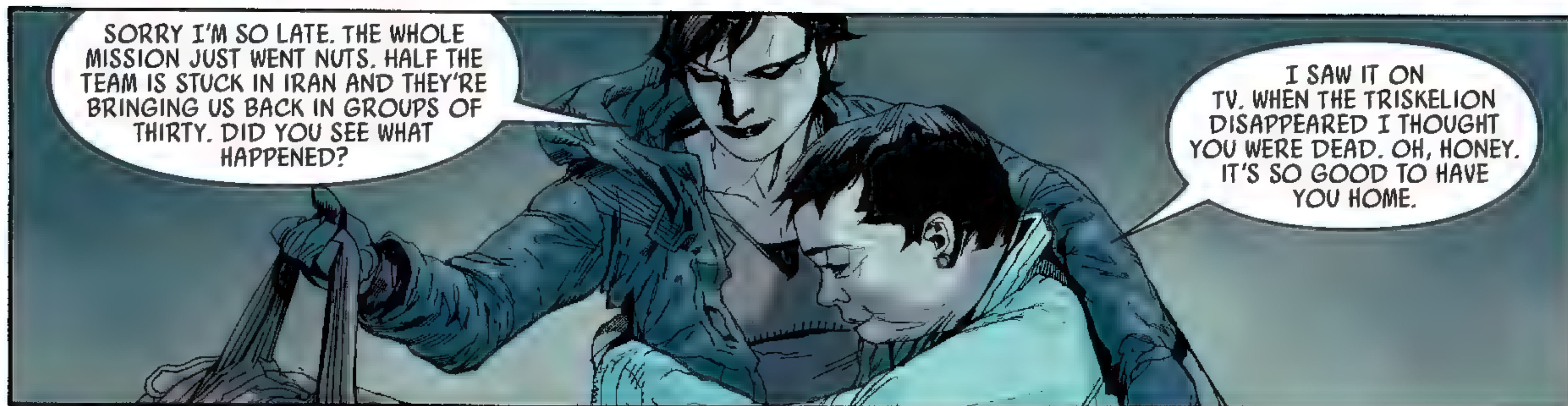
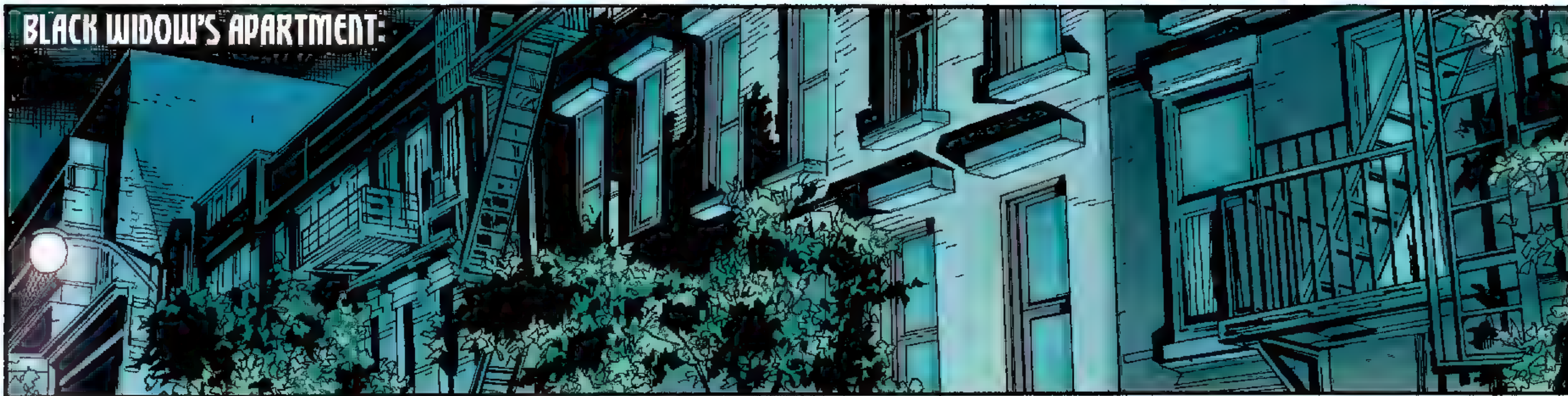
HERE THEY COME.



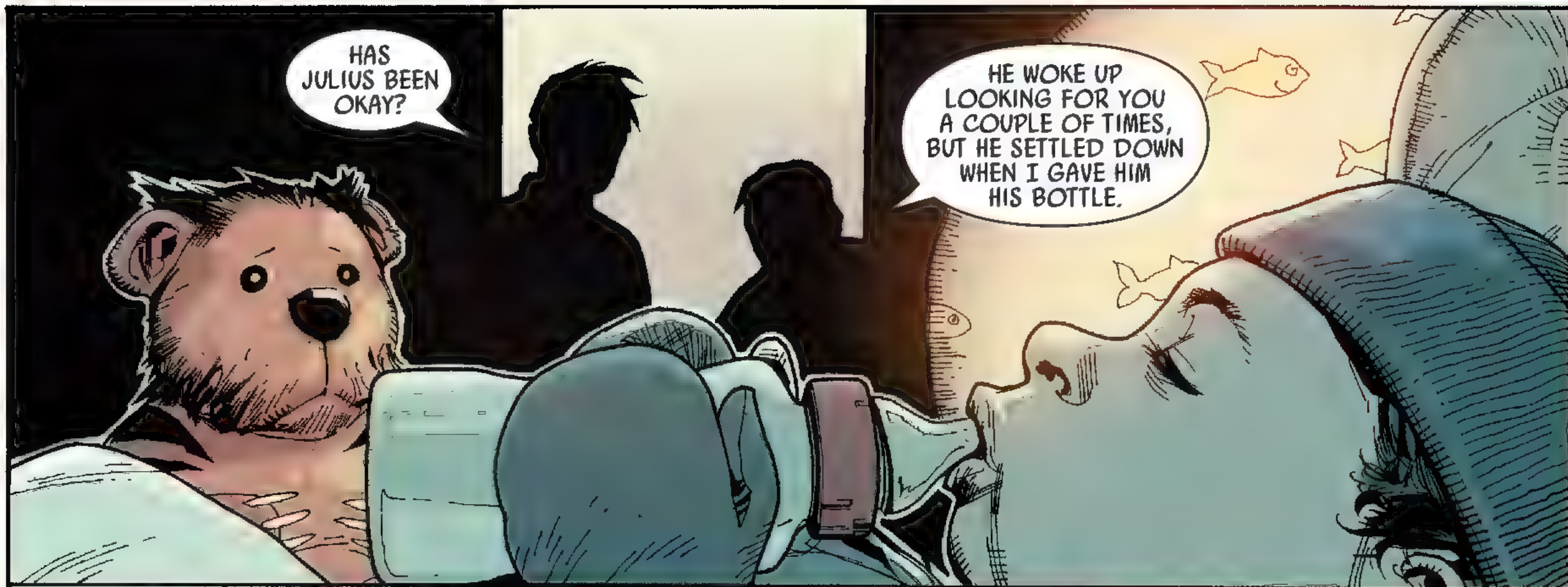




BLACK WIDOW'S APARTMENT:





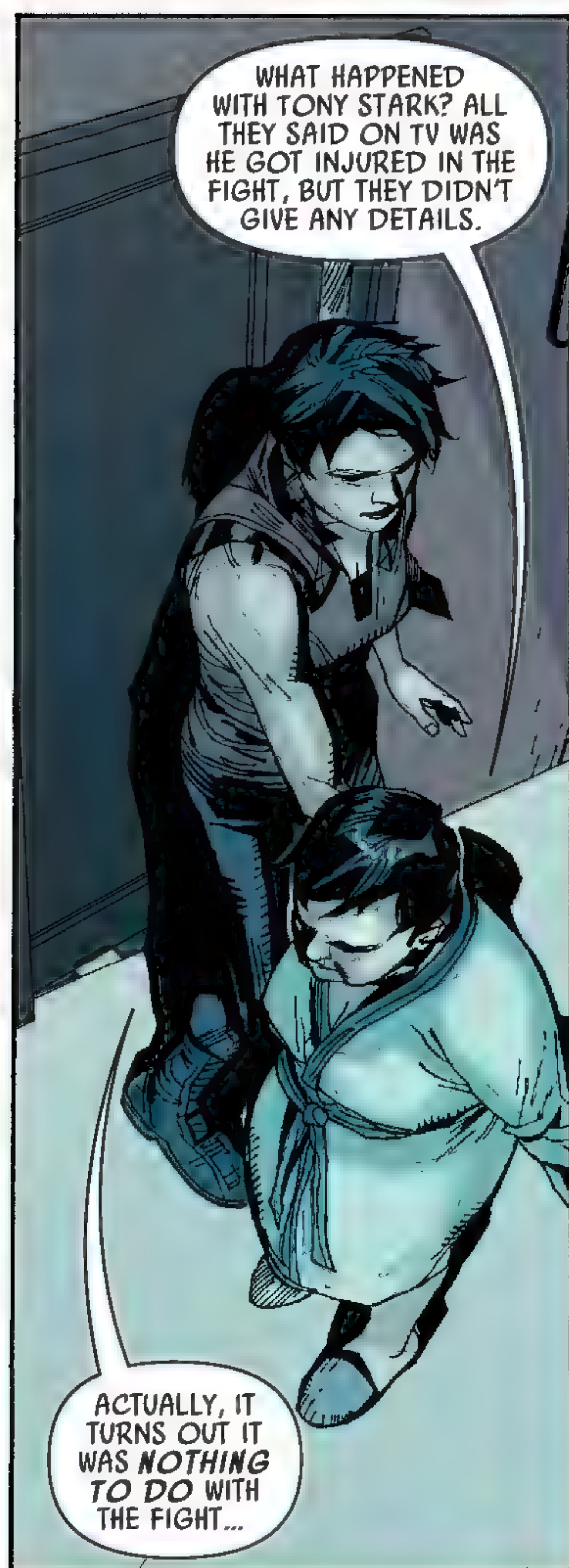


HAS JULIUS BEEN OKAY?

HE WOKE UP LOOKING FOR YOU A COUPLE OF TIMES, BUT HE SETTLED DOWN WHEN I GAVE HIM HIS BOTTLE.



POOR LITTLE CHUBBY MAN. I REALLY NEED TO GET ANOTHER JOB, HUH?



WHAT HAPPENED WITH TONY STARK? ALL THEY SAID ON TV WAS HE GOT INJURED IN THE FIGHT, BUT THEY DIDN'T GIVE ANY DETAILS.

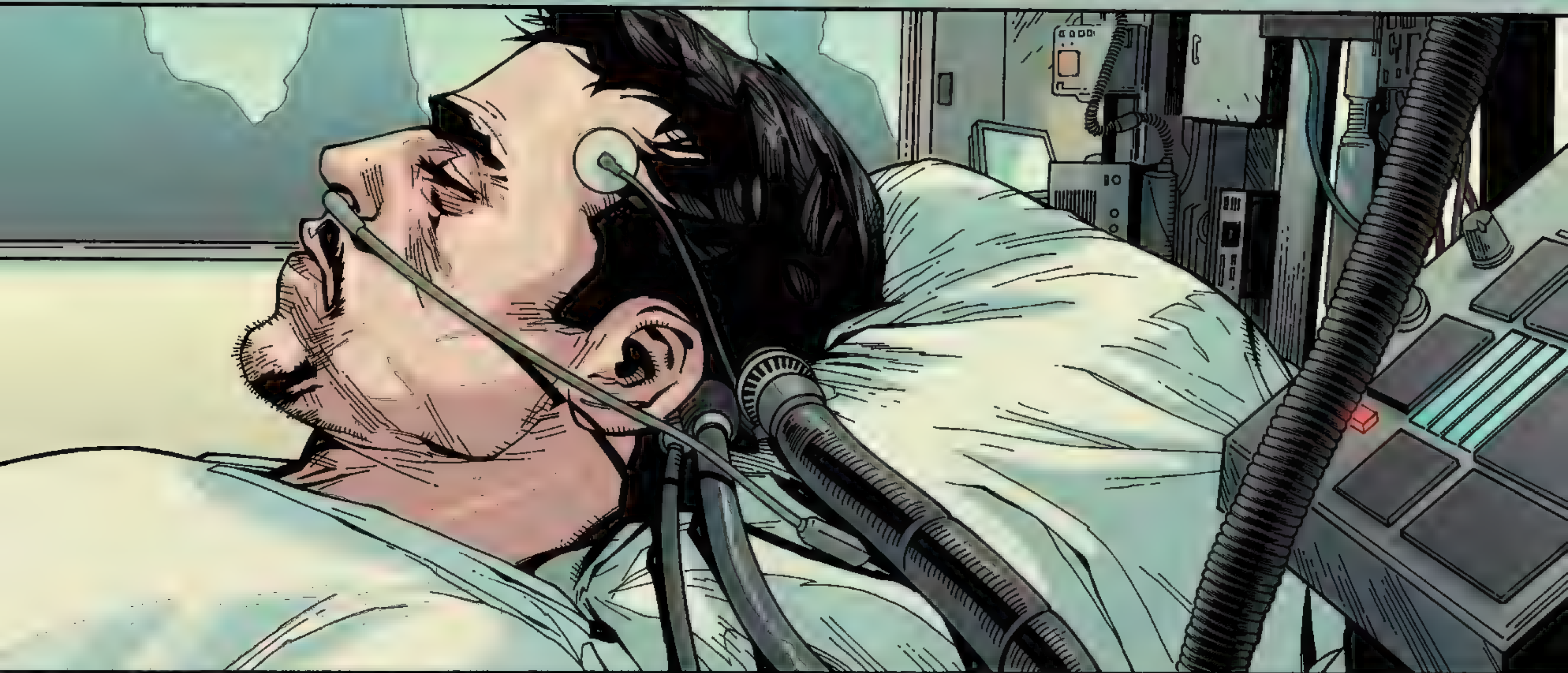
ACTUALLY, IT TURNS OUT IT WAS **NOTHING TO DO** WITH THE FIGHT...



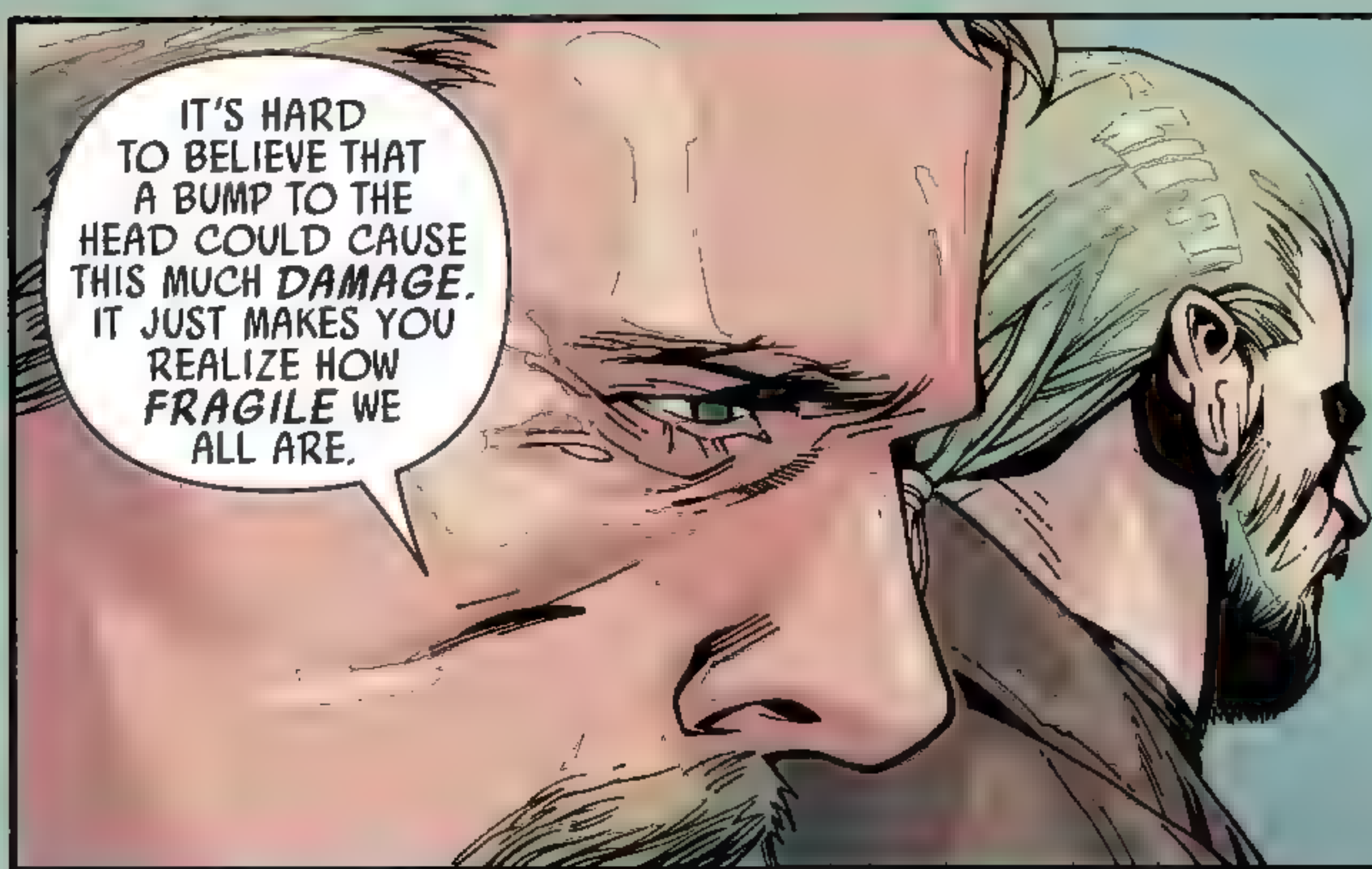
YOU'RE NOT ALLOWED TO TELL ANYONE, BUT THE MEDICS SAID HE'S GOT A **BRAIN TUMOR**.



LENOX HILL HOSPITAL.  
NEW YORK CITY.

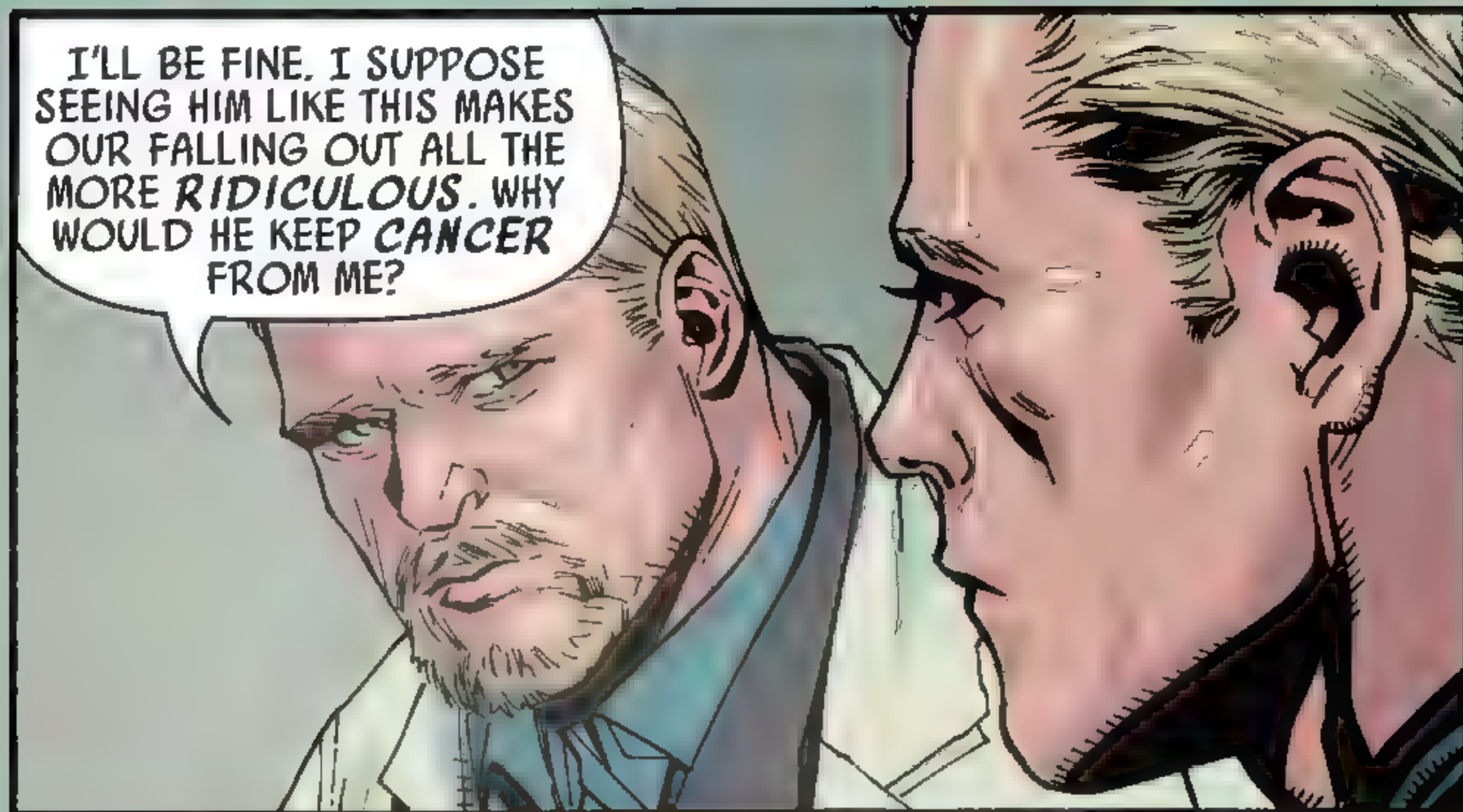
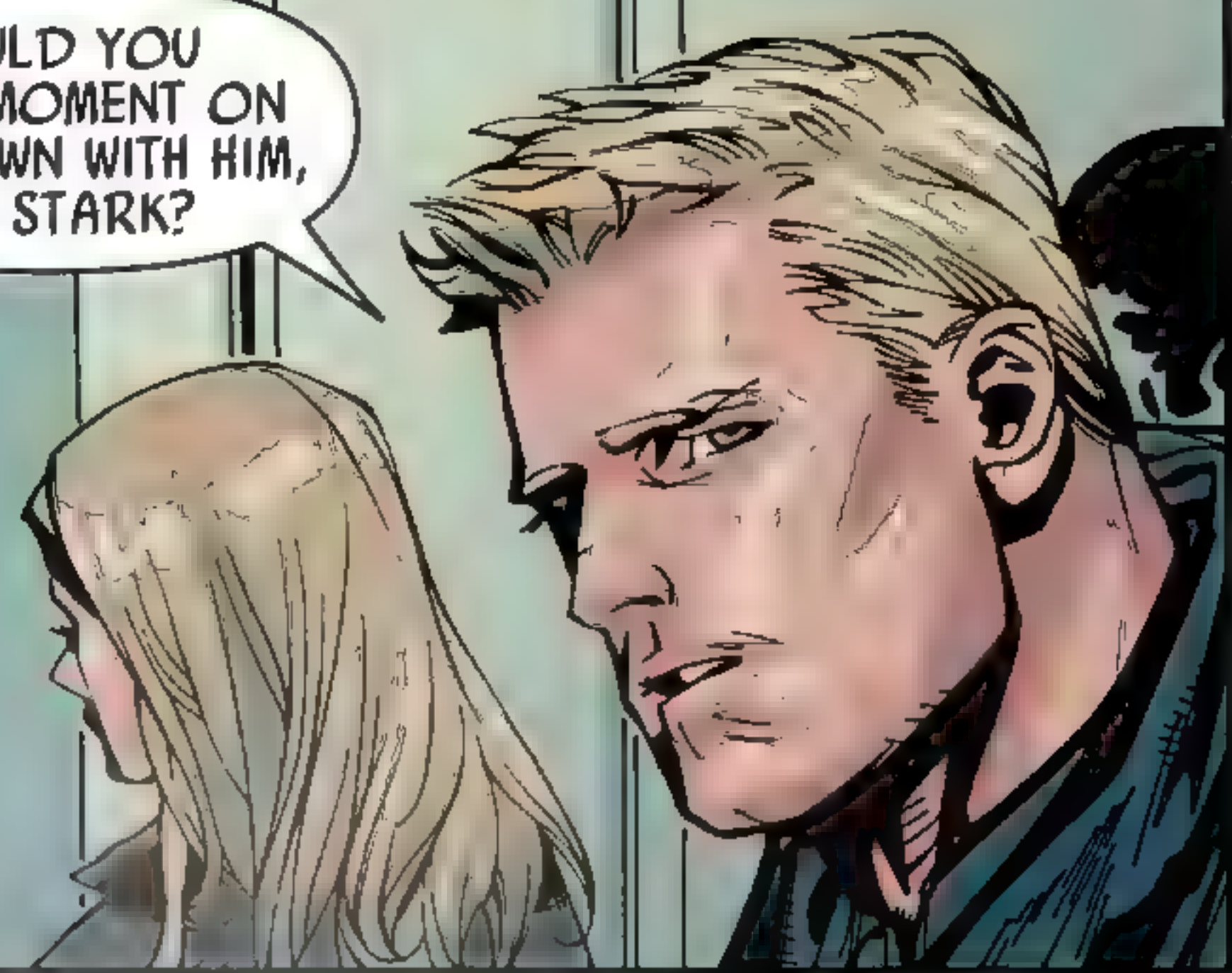




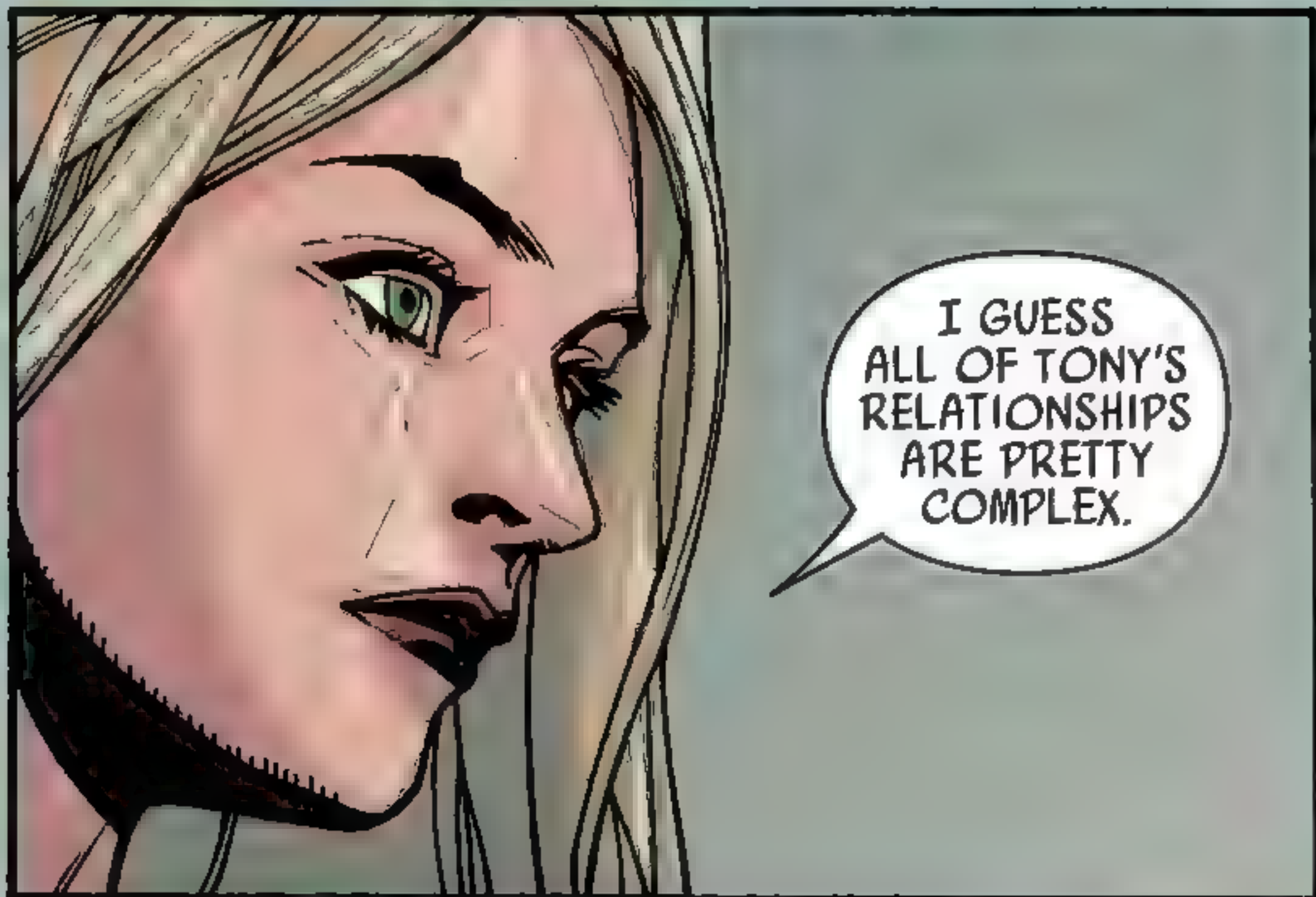


IT'S HARD TO BELIEVE THAT A BUMP TO THE HEAD COULD CAUSE THIS MUCH DAMAGE. IT JUST MAKES YOU REALIZE HOW FRAGILE WE ALL ARE.

WOULD YOU LIKE A MOMENT ON YOUR OWN WITH HIM, DR. STARK?



I'LL BE FINE. I SUPPOSE SEEING HIM LIKE THIS MAKES OUR FALLING OUT ALL THE MORE RIDICULOUS. WHY WOULD HE KEEP CANCER FROM ME?



I GUESS ALL OF TONY'S RELATIONSHIPS ARE PRETTY COMPLEX.



I'M SORRY ABOUT THE HOSPITAL, BUT WE'RE STILL LOOKING FOR A PERMANENT BASE UNTIL WE GET THE TRISKELION BACK.

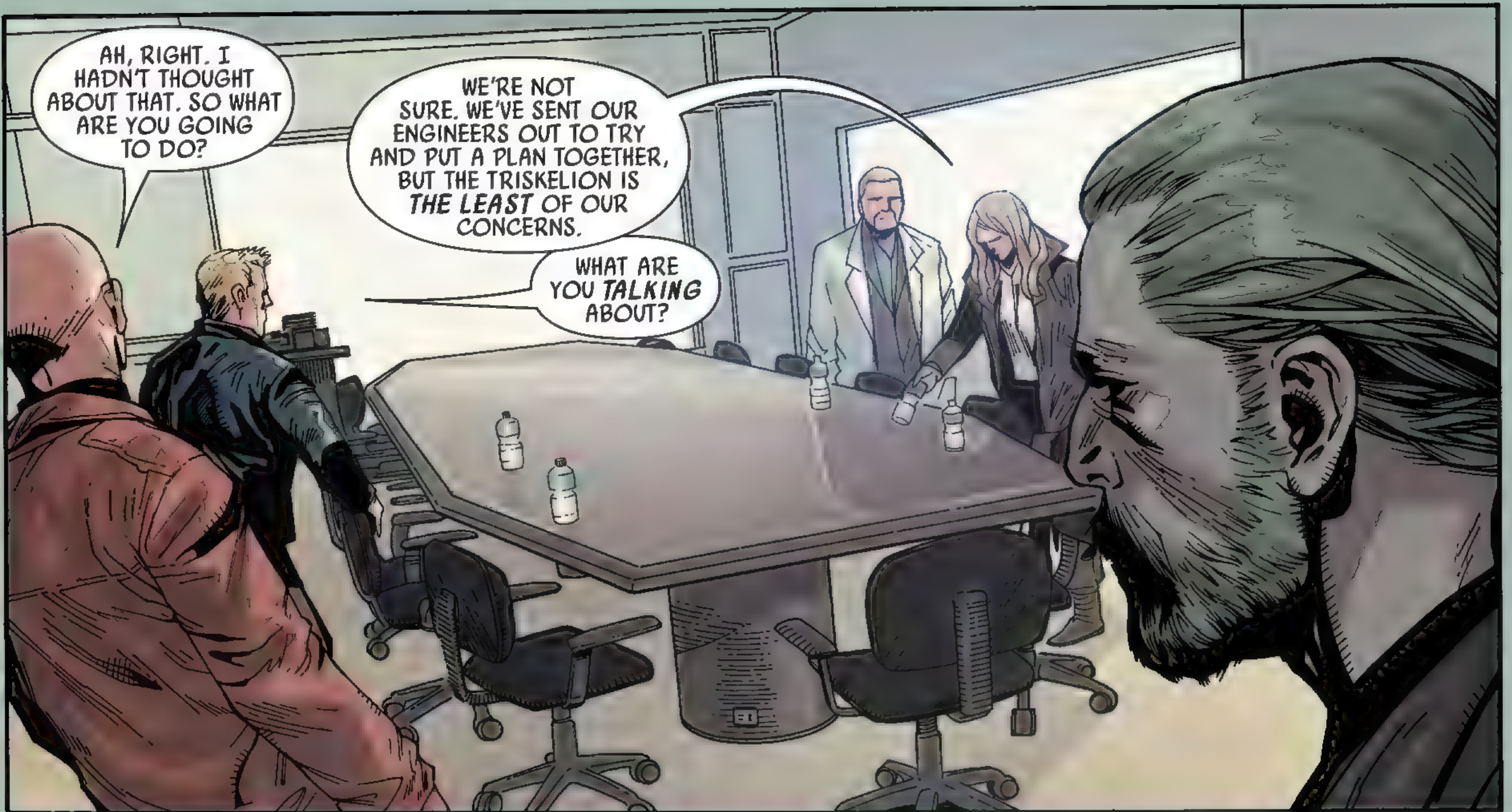


COULDN'T YOU JUST TELEPORT IT? CAP MANAGED WITH THE RUSSIAN GUY'S HAMMER. CAN'T THOR DO THE SAME?

MOVING SOMETHING THAT BIG HALFWAY AROUND THE WORLD IS FINE IF YOU'RE AIMING FOR THE DESERT, DOCTOR LANG.

TELEPORTING IT INTO ONE OF THE MOST DENSELY-POPULATED AREAS IN THE WORLD COULD BE A DISASTER.

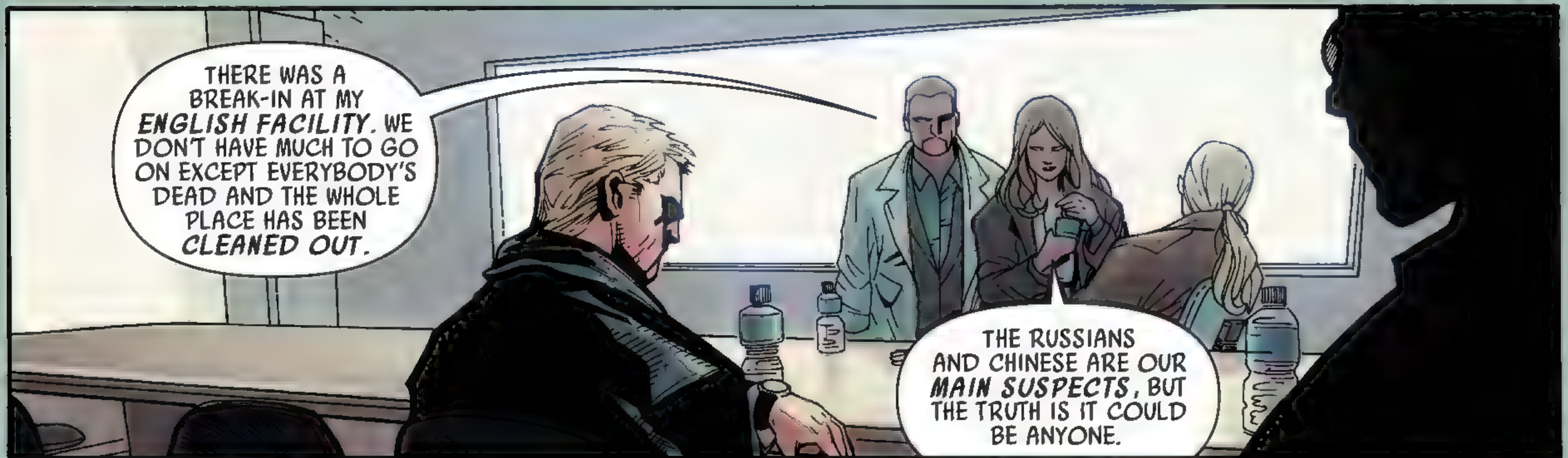




AH, RIGHT. I HADN'T THOUGHT ABOUT THAT. SO WHAT ARE YOU GOING TO DO?

WE'RE NOT SURE. WE'VE SENT OUR ENGINEERS OUT TO TRY AND PUT A PLAN TOGETHER, BUT THE TRISKELION IS THE LEAST OF OUR CONCERNS.

WHAT ARE YOU TALKING ABOUT?



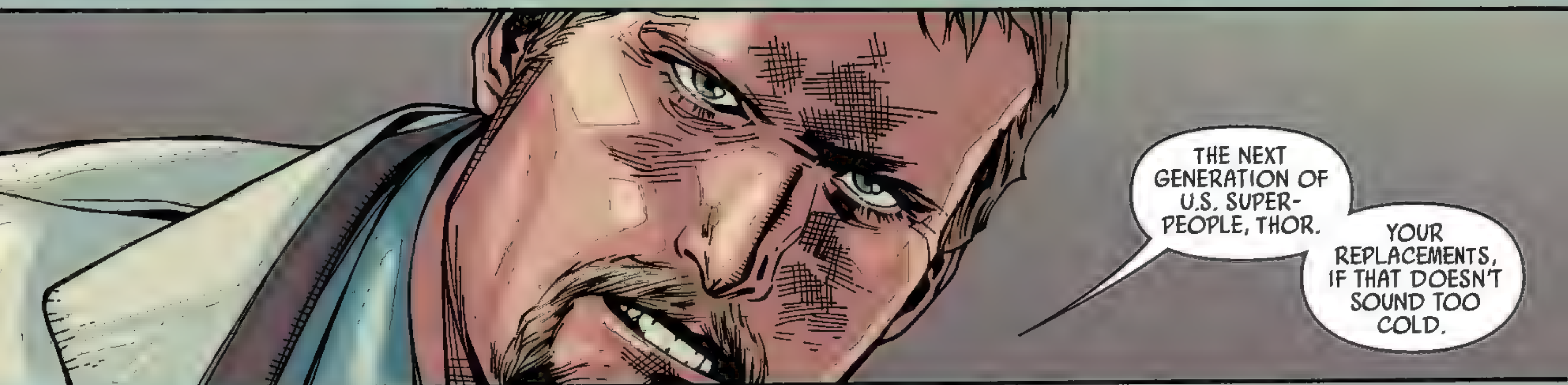
THERE WAS A BREAK-IN AT MY ENGLISH FACILITY. WE DON'T HAVE MUCH TO GO ON EXCEPT EVERYBODY'S DEAD AND THE WHOLE PLACE HAS BEEN CLEANED OUT.

THE RUSSIANS AND CHINESE ARE OUR MAIN SUSPECTS, BUT THE TRUTH IS IT COULD BE ANYONE.



THIS IS ONE OF THE BASES WE OUTSOURCE ABROAD SO YOU CAN IMAGINE HOW SENSITIVE THE **STOLEN MATERIALS** ARE.

ARE WE TALKING GENETIC EXPERIMENTS?



THE NEXT GENERATION OF U.S. SUPER-PEOPLE, THOR.

YOUR REPLACEMENTS, IF THAT DOESN'T SOUND TOO COLD.



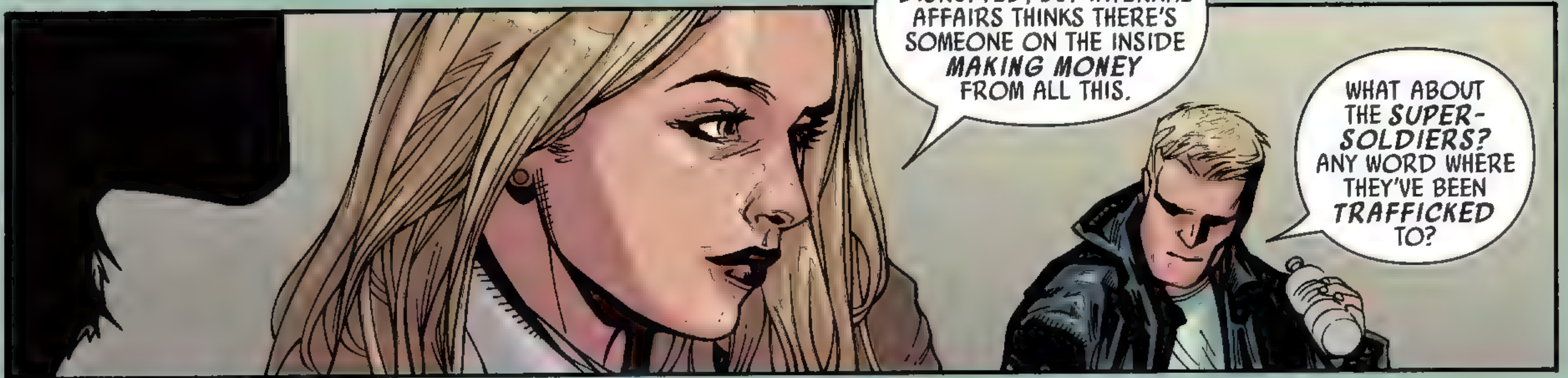


YOU'LL FORGIVE ME FOR NOT GETTING TOO EMOTIONAL.

DON'T BE SO FACETIOUS, THOR. IF THEY OVERTAKE US IN THE **SUPER-SOLDIER RACE** THEN THEY OVERTAKE US **MILITARILY**. WHAT DO WE HAVE IN TERMS OF LEADS?

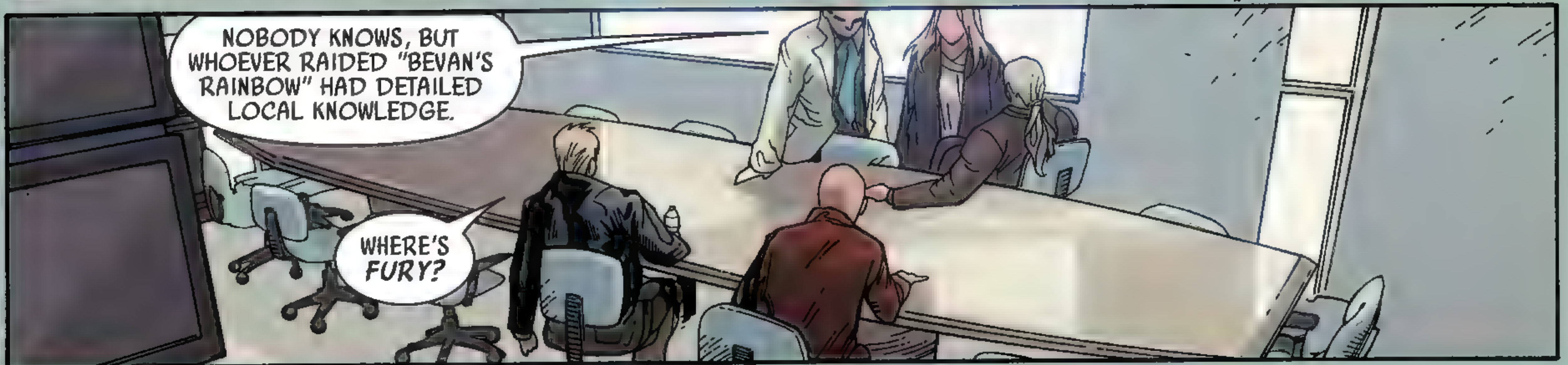
VERY LITTLE WITH COMMUNICATIONS SO DISRUPTED, BUT INTERNAL AFFAIRS THINKS THERE'S SOMEONE ON THE INSIDE **MAKING MONEY** FROM ALL THIS.

WHAT ABOUT THE **SUPER-SOLDIERS**? ANY WORD WHERE THEY'VE BEEN **TRAFFICKED** TO?



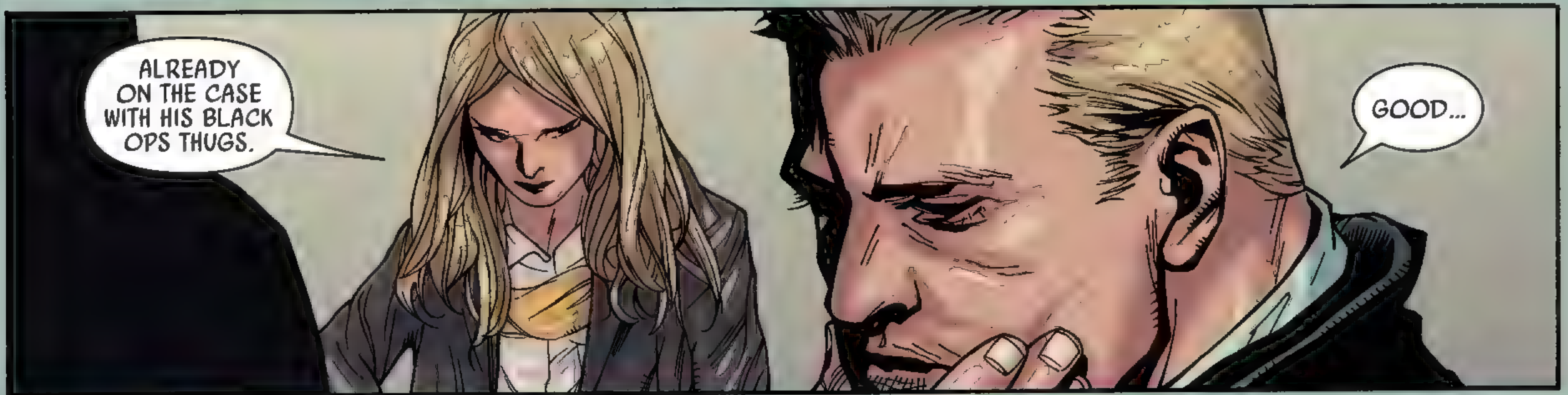
NOBODY KNOWS, BUT WHOEVER RAIDED "BEVAN'S RAINBOW" HAD DETAILED LOCAL KNOWLEDGE.

WHERE'S **FURY**?



ALREADY ON THE CASE WITH HIS **BLACK OPS** THUGS.

GOOD...



...WE NEED TO MOVE FAST IF WE'RE GOING TO **CONTAIN** THIS.





**BULGARIA,  
NOW:**

WATCH  
THE SNOW.  
IT'S PRETTY  
SLIPPERY.

WHAT WERE  
YOU *SUPPOSED*  
TO BE DOING TONIGHT,  
SCOTT? WAS THIS  
YOUR BIG PRESS  
CONFERENCE?

YEAH, THIS WAS THE NIGHT I  
WAS GETTING LAUNCHED AS THE  
NEW GIANT MAN. BUT THEN OUR  
HEADQUARTERS *DISAPPEARED*  
AND NOW WE'RE ALL FREEZING  
OUR ASSES OFF IN BULGARIA--

QUIET.

WE WERE  
*BOTH* GETTING MOVED  
TO THE PUBLIC TEAM  
TONIGHT, BUT YOU DON'T  
HEAR *ME* BITCHING,  
DOCTOR.

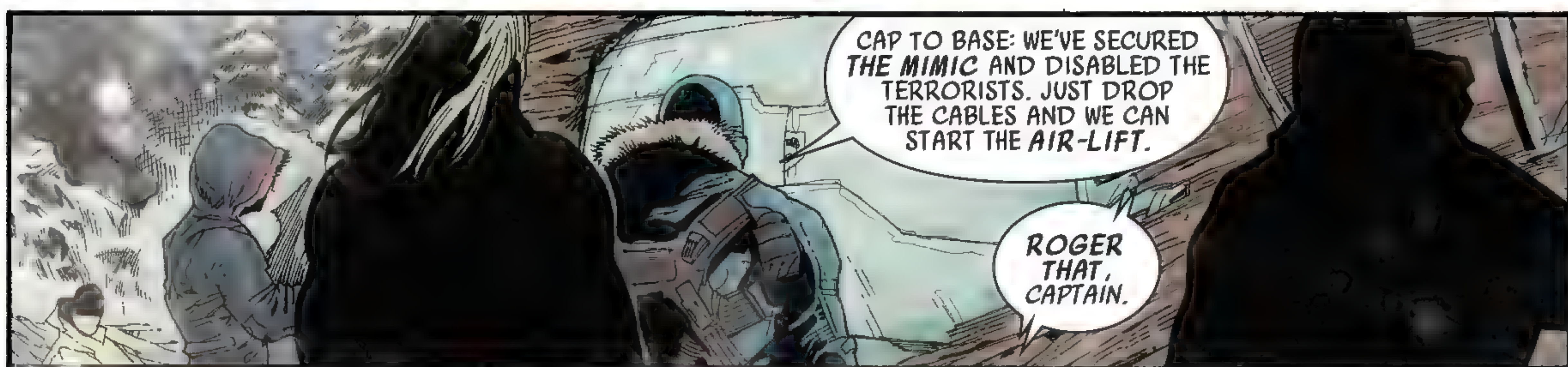
IS THE  
*CAPSULE*  
UNDAMAGED?

LOOKS  
FINE TO  
ME.



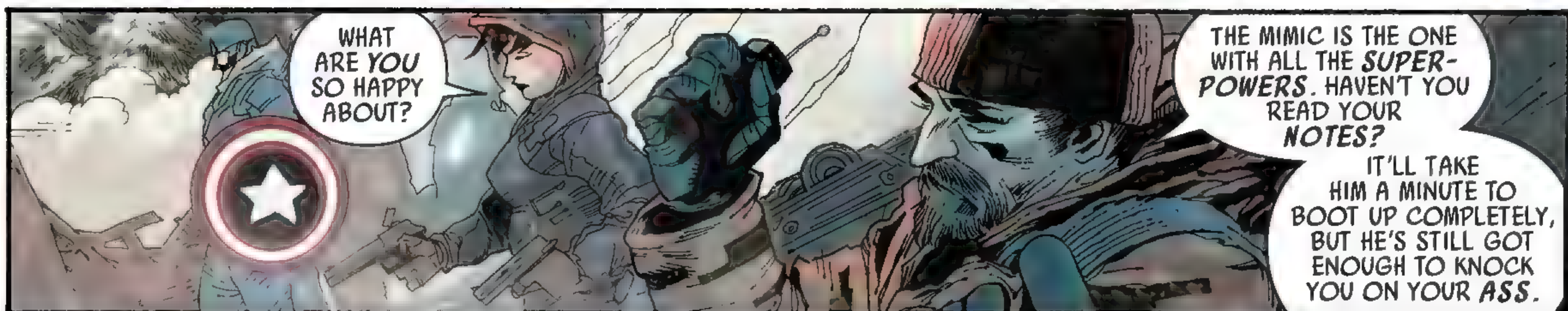


S.H.I.E.L.D.  
SAID IT WAS  
IMPREGNABLE  
AND THEY WERE  
ABSOLUTELY  
RIGHT.



CAP TO BASE: WE'VE SECURED  
THE MIMIC AND DISABLED THE  
TERRORISTS. JUST DROP  
THE CABLES AND WE CAN  
START THE AIR-LIFT.

ROGER  
THAT,  
CAPTAIN.



WHAT  
ARE YOU  
SO HAPPY  
ABOUT?

THE MIMIC IS THE ONE  
WITH ALL THE **SUPER-  
POWERS**. HAVEN'T YOU  
READ YOUR  
**NOTES?**

IT'LL TAKE  
HIM A MINUTE TO  
BOOT UP COMPLETELY,  
BUT HE'S STILL GOT  
ENOUGH TO KNOCK  
YOU ON YOUR **ASS**.

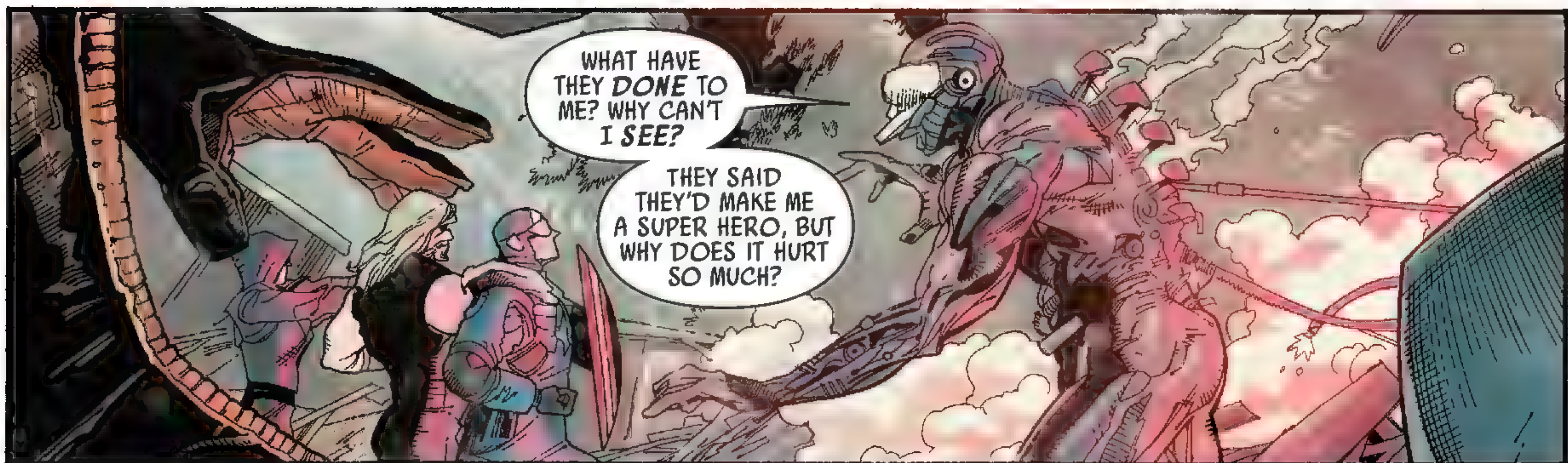
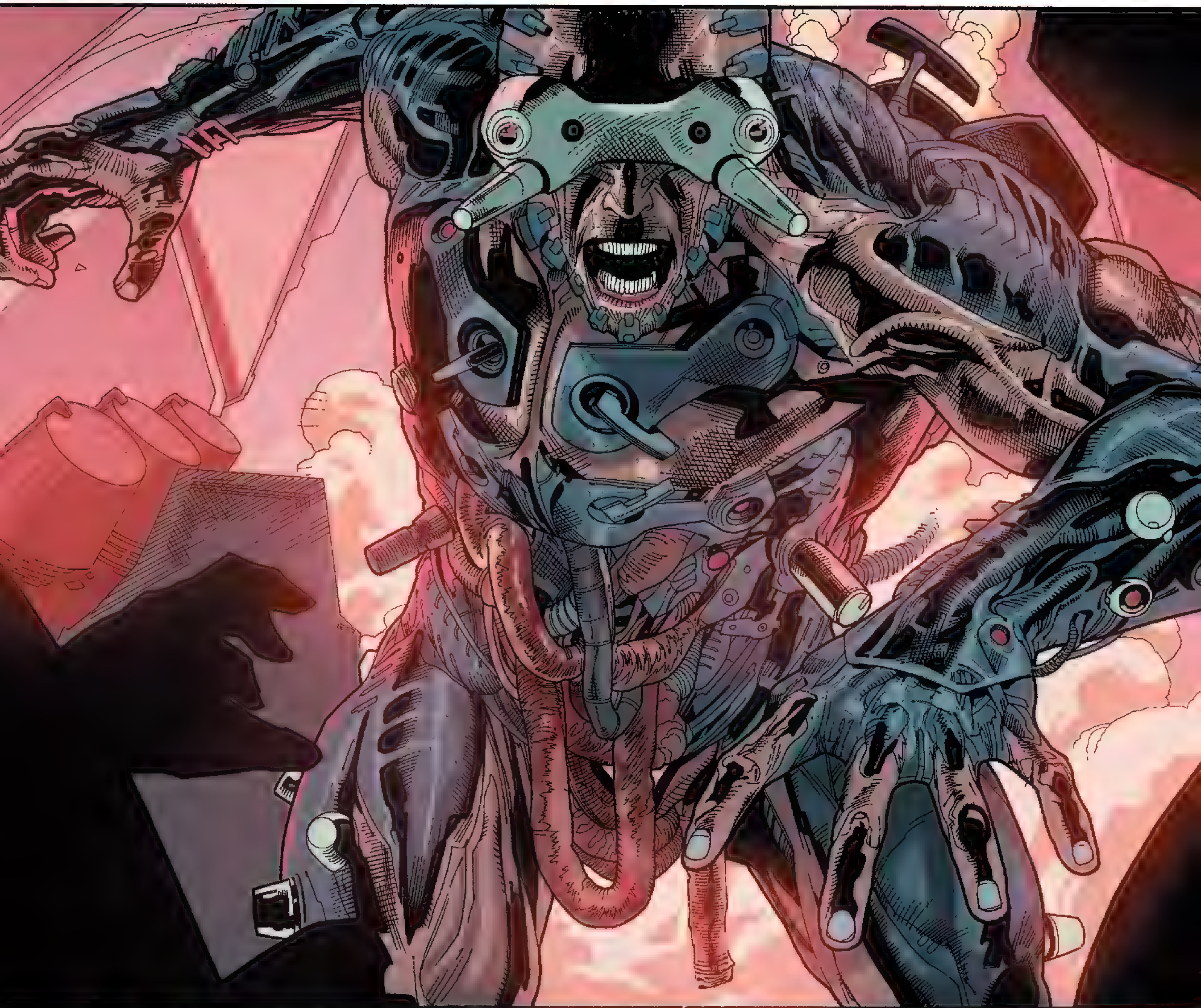


WHAT?

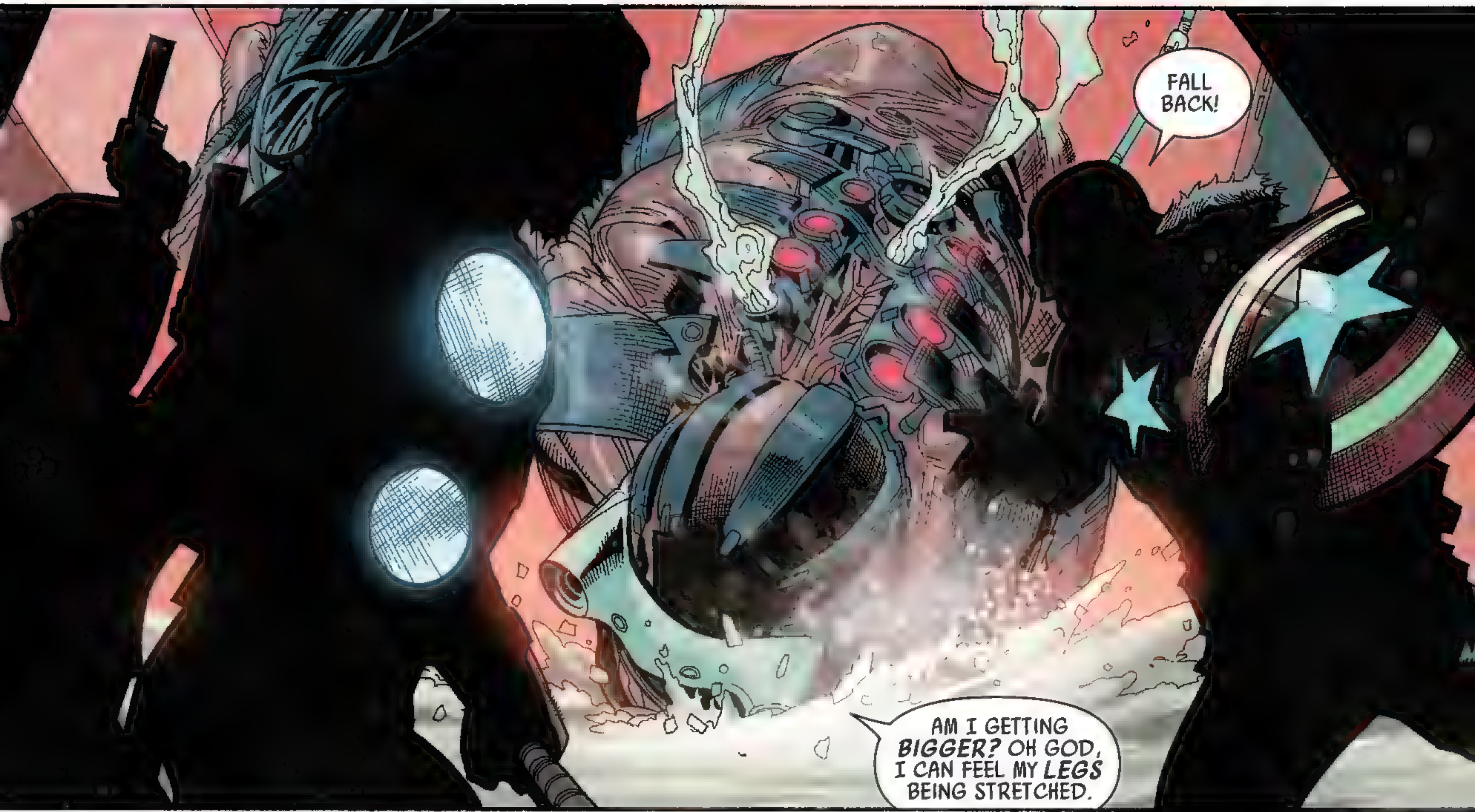




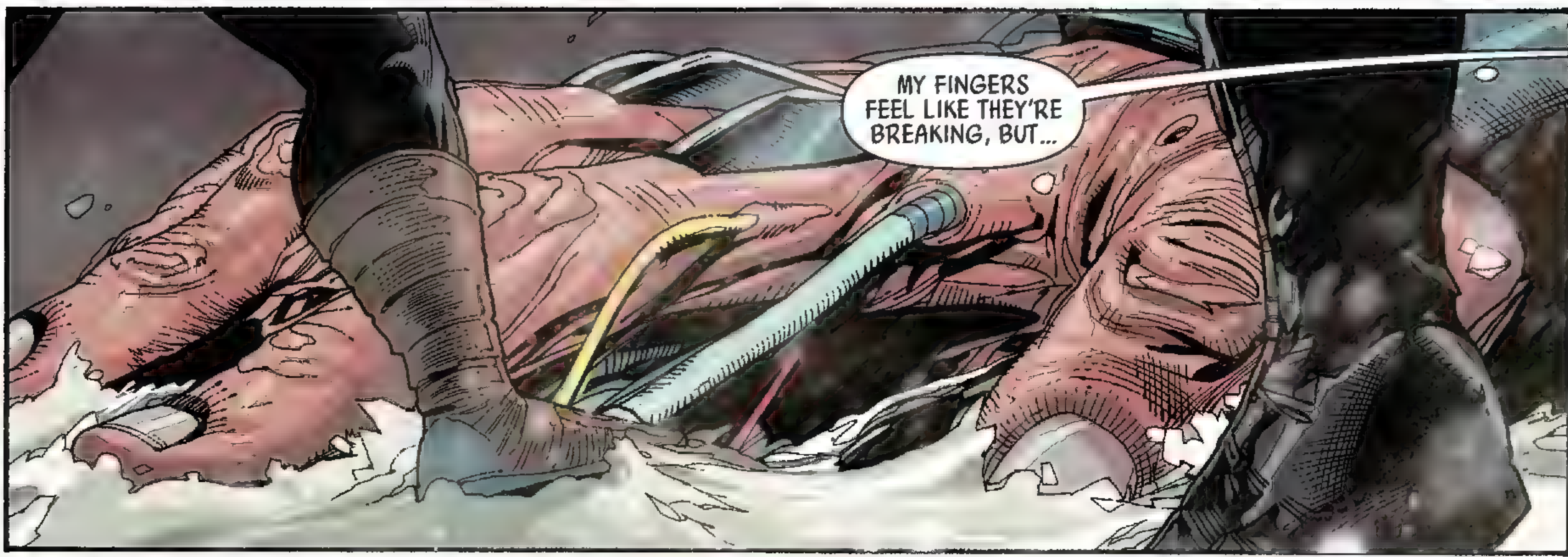




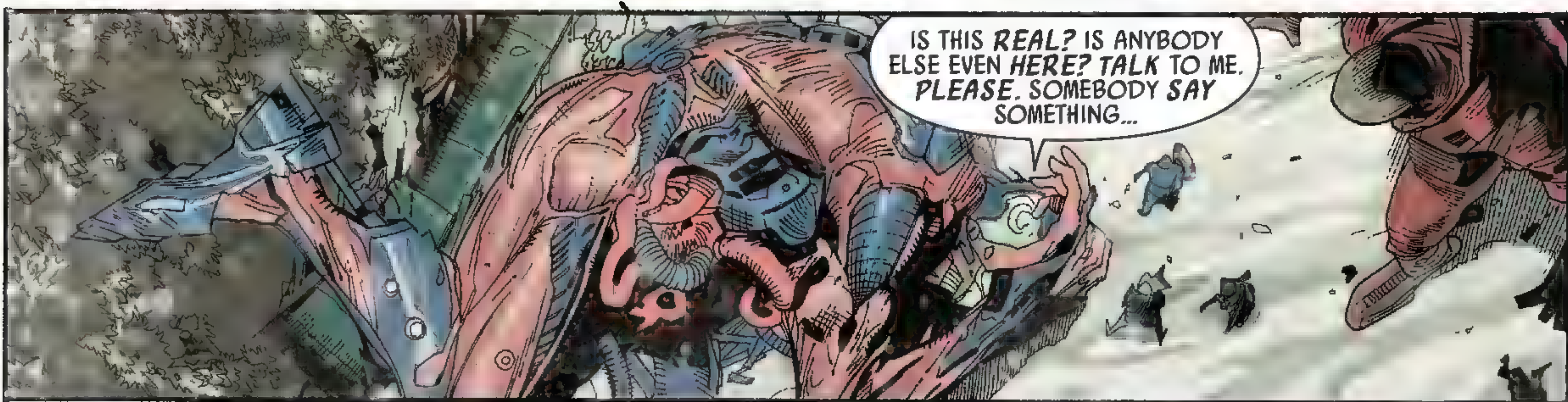




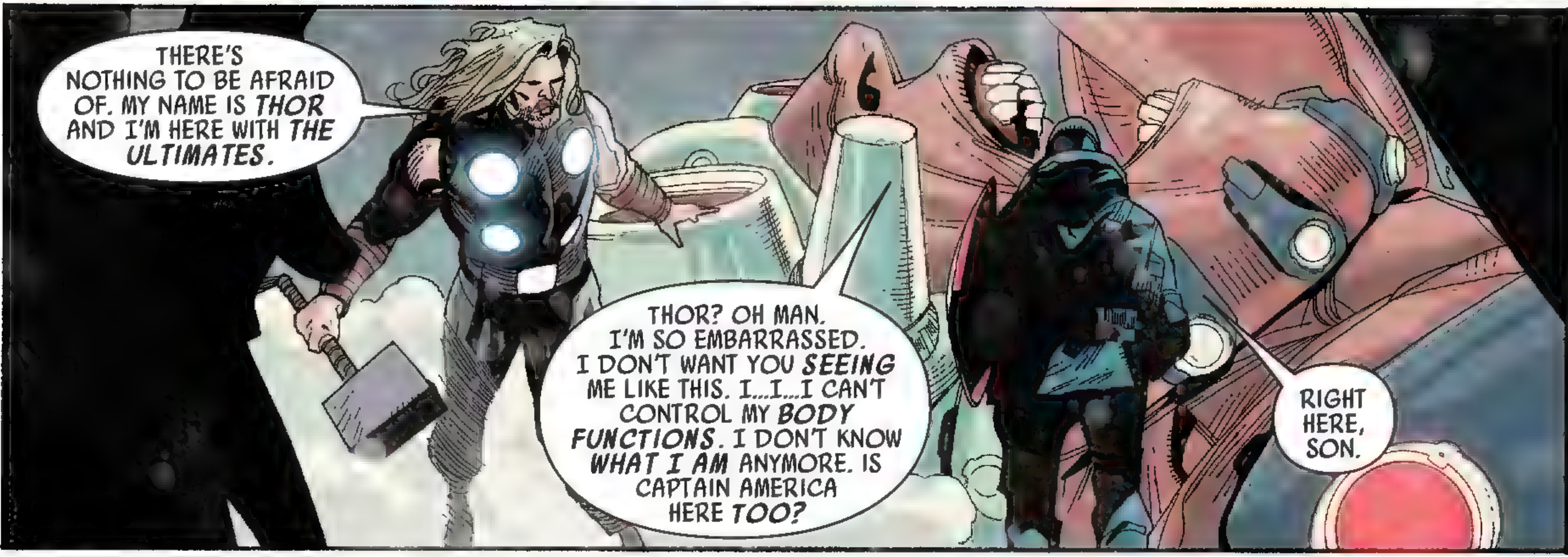
AM I GETTING **BIGGER?** OH GOD, I CAN FEEL MY **LEGS** BEING STRETCHED.



MY FINGERS FEEL LIKE THEY'RE BREAKING, BUT...



IS THIS **REAL?** IS ANYBODY ELSE EVEN **HERE?** TALK TO ME. PLEASE. SOMEBODY SAY SOMETHING...

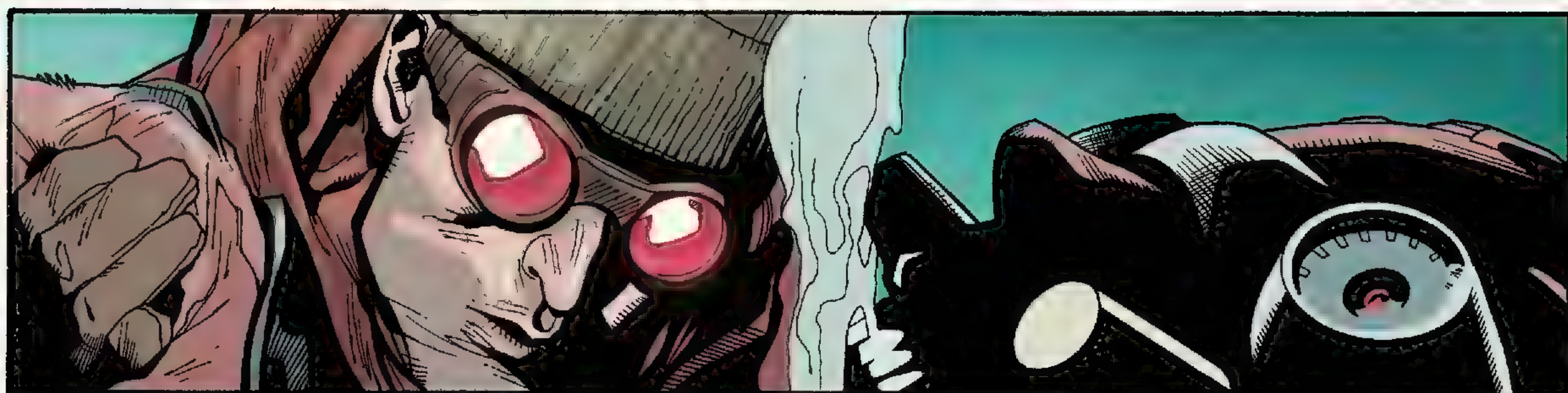
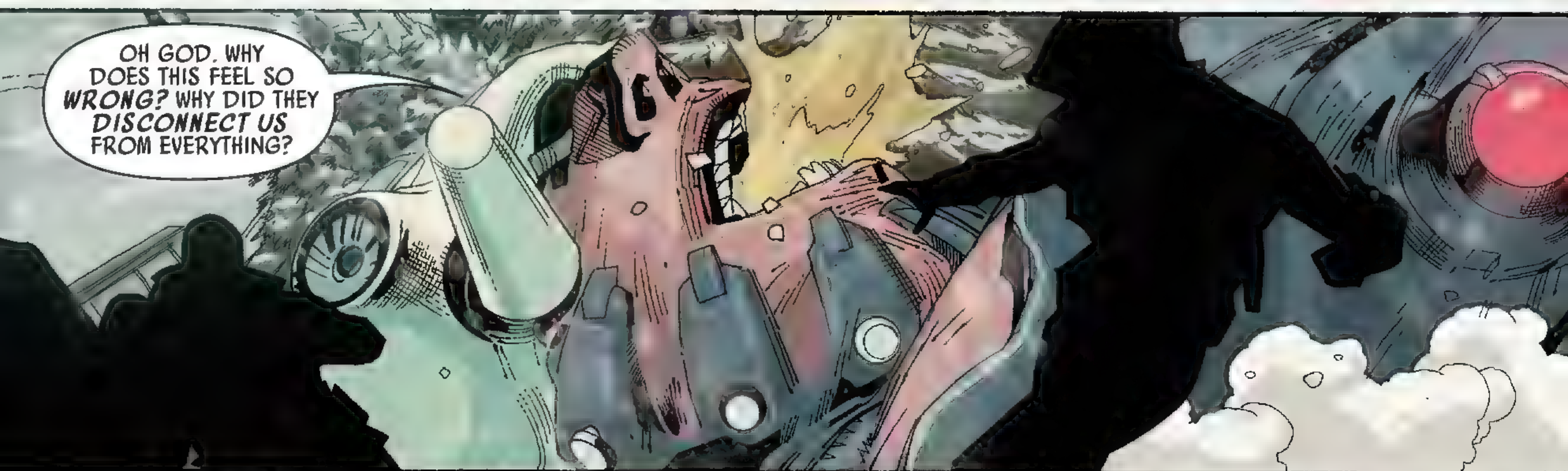


THERE'S NOTHING TO BE AFRAID OF. MY NAME IS **THOR** AND I'M HERE WITH THE **ULTIMATES**.

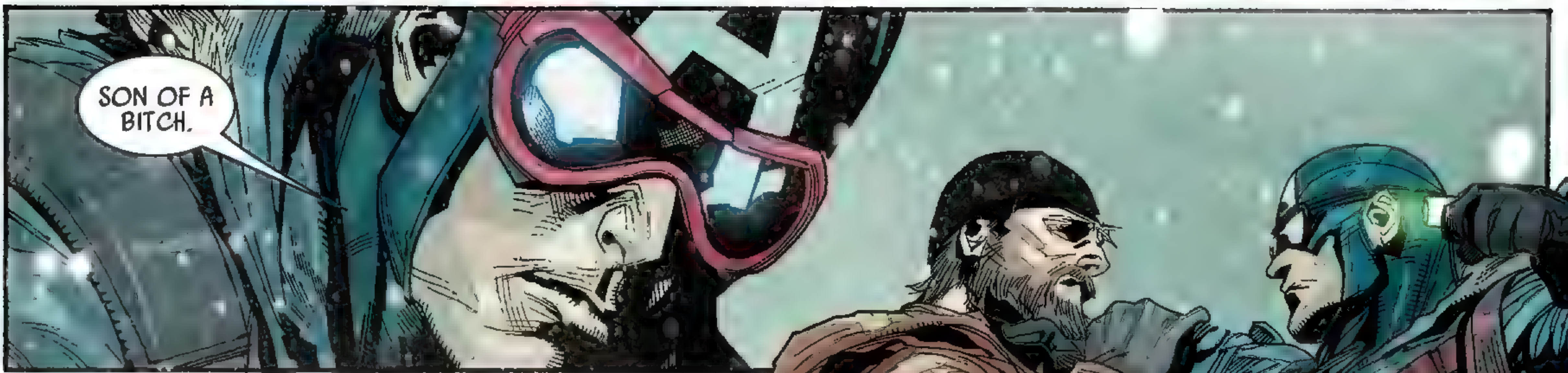
THOR? OH MAN. I'M SO EMBARRASSED. I DON'T WANT YOU **SEEING** ME LIKE THIS. I...I...I CAN'T CONTROL MY **BODY FUNCTIONS**. I DON'T KNOW WHAT I AM ANYMORE. IS CAPTAIN AMERICA HERE TOO?

RIGHT HERE, SON.





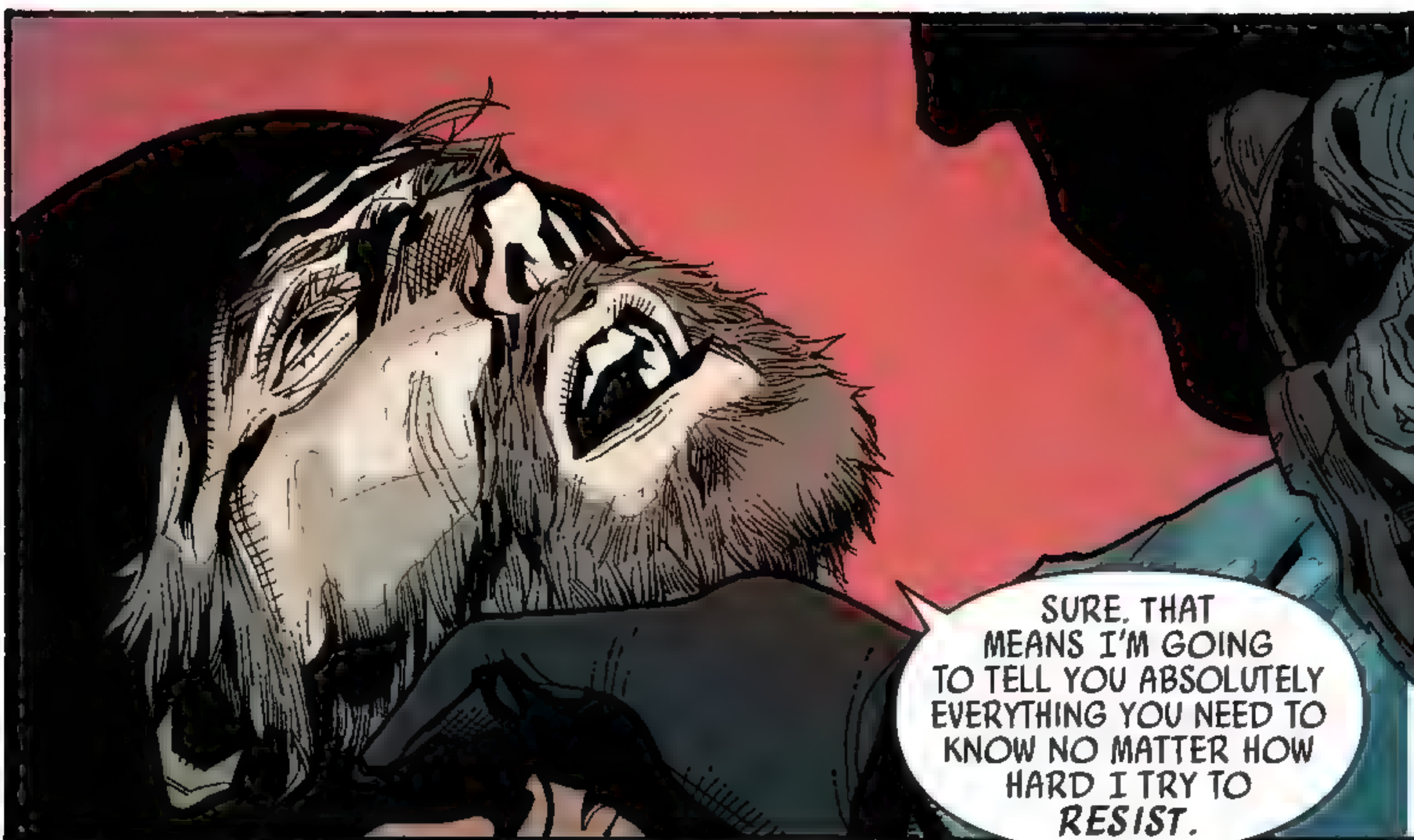




SON OF A BITCH.



I'LL BE HONEST:  
THAT DIDN'T EXACTLY  
GO TO PLAN.



SURE. THAT  
MEANS I'M GOING  
TO TELL YOU ABSOLUTELY  
EVERYTHING YOU NEED TO  
KNOW NO MATTER HOW  
HARD I TRY TO  
**RESIST.**



GET  
UP, YOU  
IDIOT.

YOU KNOW  
WHAT **THIS** IS? THIS  
IS A **NEURAL LAXATIVE**  
DESIGNED BY TONY STARK  
AND TEN TIMES MORE  
POTENT THAN **SODIUM**  
**PENTATHOL**. YOU KNOW  
WHAT THAT **MEANS**?





EXACTLY.

NOW  
WHERE WERE  
YOU TAKING THE  
SUPER-SOLDIER  
PROTOTYPES?

CHINA. THEY  
KNOW YOU'RE  
AHEAD OF THEM IN THE  
SUPERHUMAN ARMS  
RACE AND THEY'VE  
OFFERED US A FORTUNE  
FOR ANYTHING WE  
CAN GET OUR  
HANDS ON.

ARE  
ANY S.H.I.E.L.D.  
STAFF INVOLVED  
IN THIS?

OF COURSE  
THEY ARE. IT'S  
S.H.I.E.L.D. SHIPS WE'RE  
USING TO MOVE THE  
MATERIALS. WE'RE  
WORKING WITH AN  
ENTIRE DIVISION  
OVER THERE.

WHO?

BLACK  
OPS, OF  
COURSE.

GIVE ME A  
NAME!

OH, COME  
ON. WHO ELSE  
COULD PULL OFF  
A STUNT LIKE  
THIS?



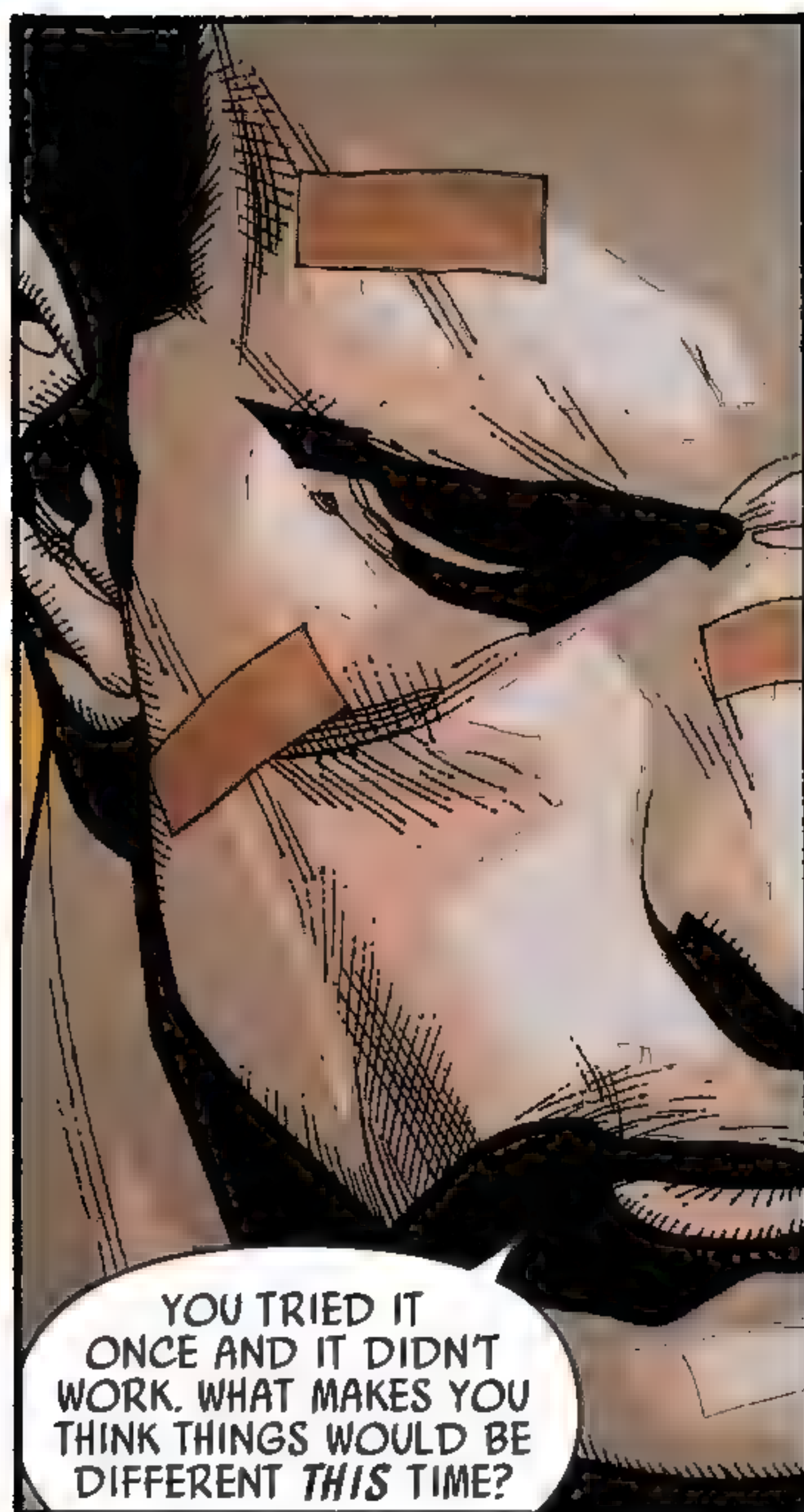
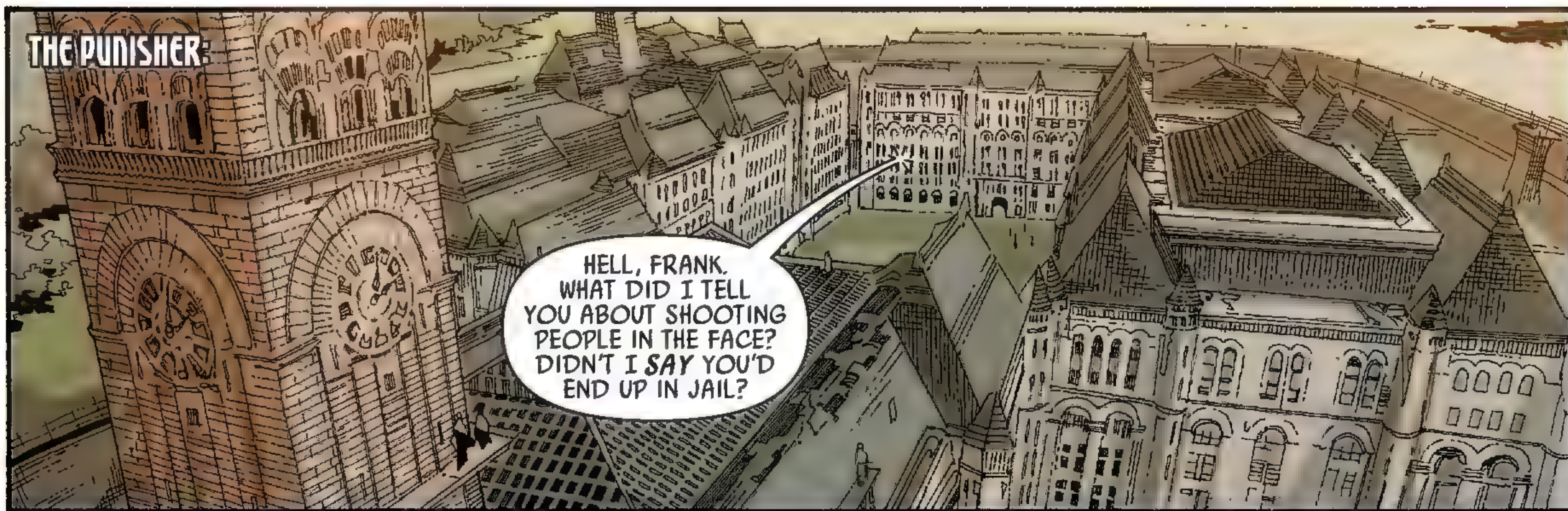
"...WE'RE  
WORKING FOR  
NICK FURY."















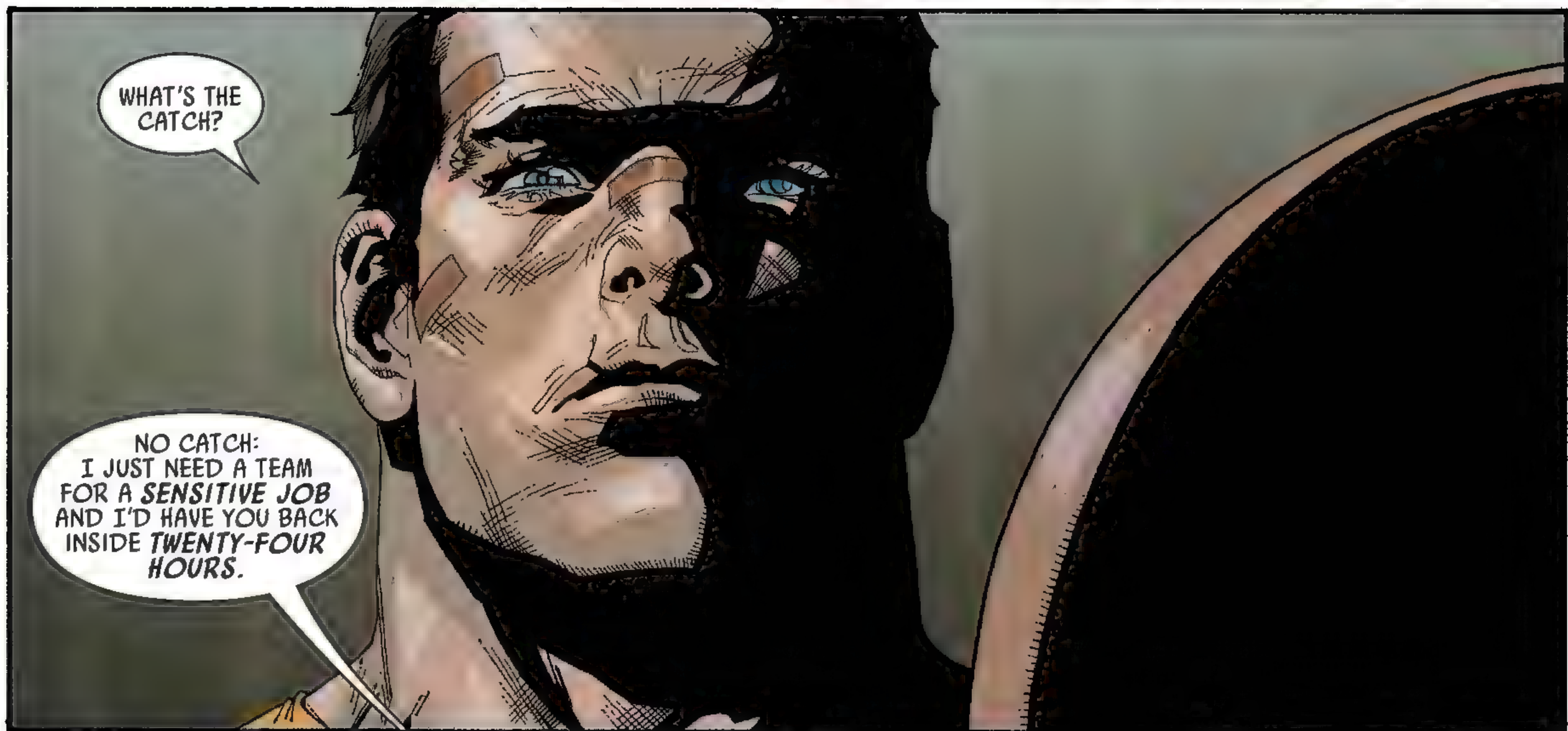
LOOK AROUND  
YOU, FRIEND: YOU'RE  
LOCKED UP HERE WITH  
SOME OF THE MOST  
EVIL MEN WHO EVER  
LIVED.

YOU'VE GOT  
MURDERERS, RAPISTS,  
ARMED ROBBERS AND  
CHILD MOLESTERS LIVING  
NEXT DOOR AND I'LL BET  
IT'S *KILLING* YOU NOT  
BEING ABLE TO GET YOUR  
HANDS ON THEM.



NOW WHAT IF  
**SANTA CLAUS** HERE  
WERE TO OFFER YOU A  
SINGLE NIGHT WHERE ALL  
THE STAFF WENT HOME  
AND LEFT YOU THE  
KEYS TO THIS PLACE?

IN FACT, WHAT IF  
HE NOT ONLY LEFT YOU  
THE KEYS, BUT ORDERED  
YOU A LITTLE **SHOPPING  
LIST?** LIKE KNIVES AND  
GUNS AND DRILLS  
AND SAWS...



WHAT'S THE  
CATCH?

NO CATCH:  
I JUST NEED A TEAM  
FOR A **SENSITIVE JOB**  
AND I'D HAVE YOU BACK  
INSIDE **TWENTY-FOUR  
HOURS.**





WOULD YOU  
BE ABLE TO GET  
ME A **CAR BATTERY?**  
AND ONE OF THOSE  
**TROUSER PRESSES**  
YOU GET IN HOTEL  
ROOMS?

I DON'T  
SEE WHY  
NOT.



PLUS AN IRON, A **POKER**, A  
COMPREHENSIVE RANGE OF  
PLIERS AND SCREWDRIVERS...  
AND EIGHTY-FIVE FEET OF  
ELECTRIC CORD?

YOUR WISH IS MY  
**COMMAND**, ALADDIN.  
IT'S ALL GOING ON MY  
COMPANY **ACCOUNT**.

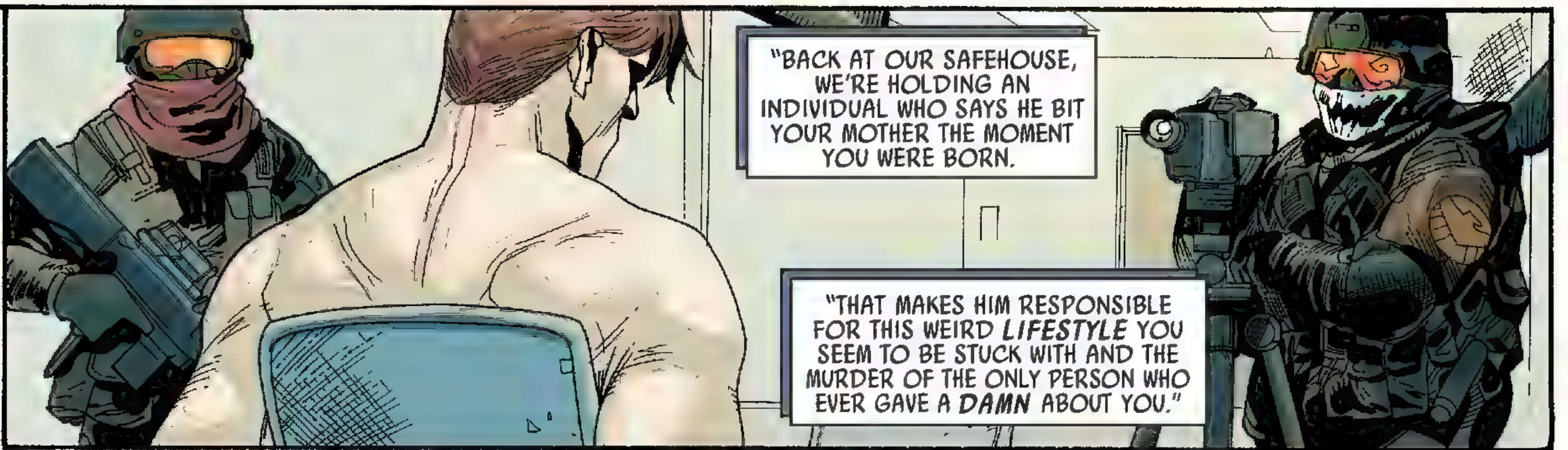
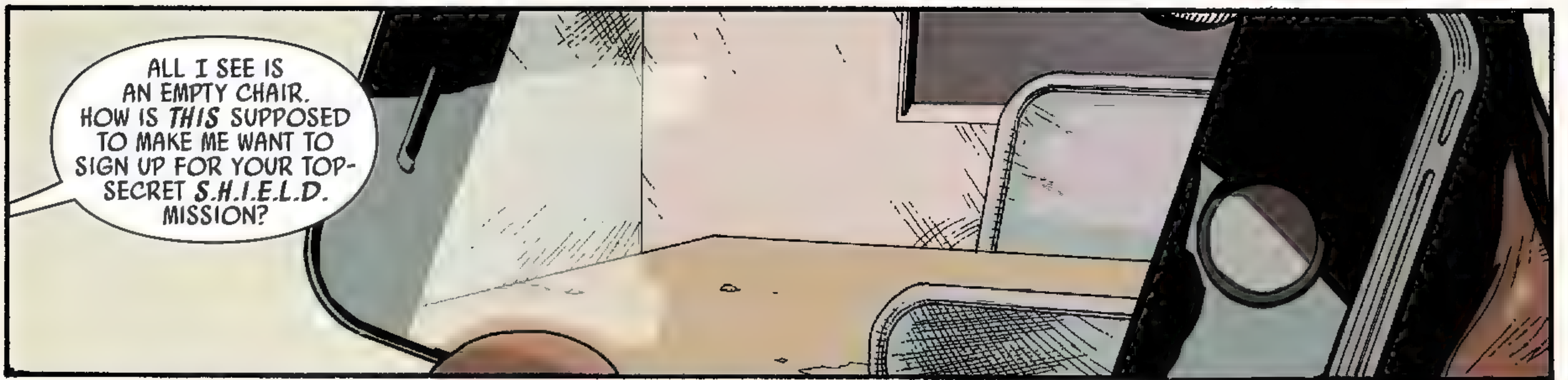


INTERESTING.

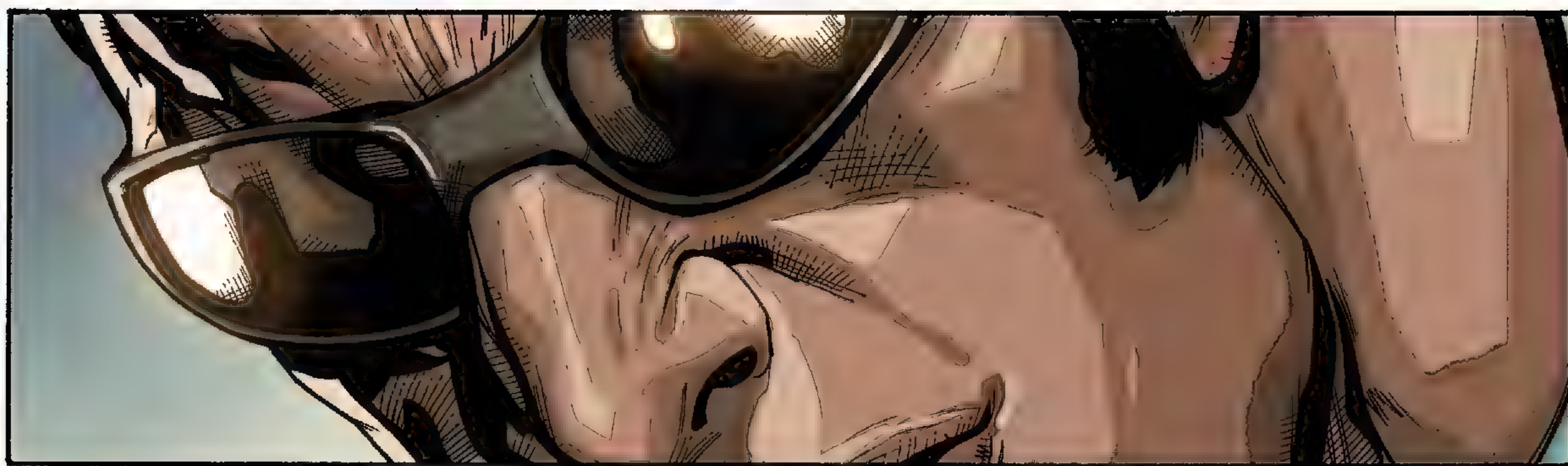
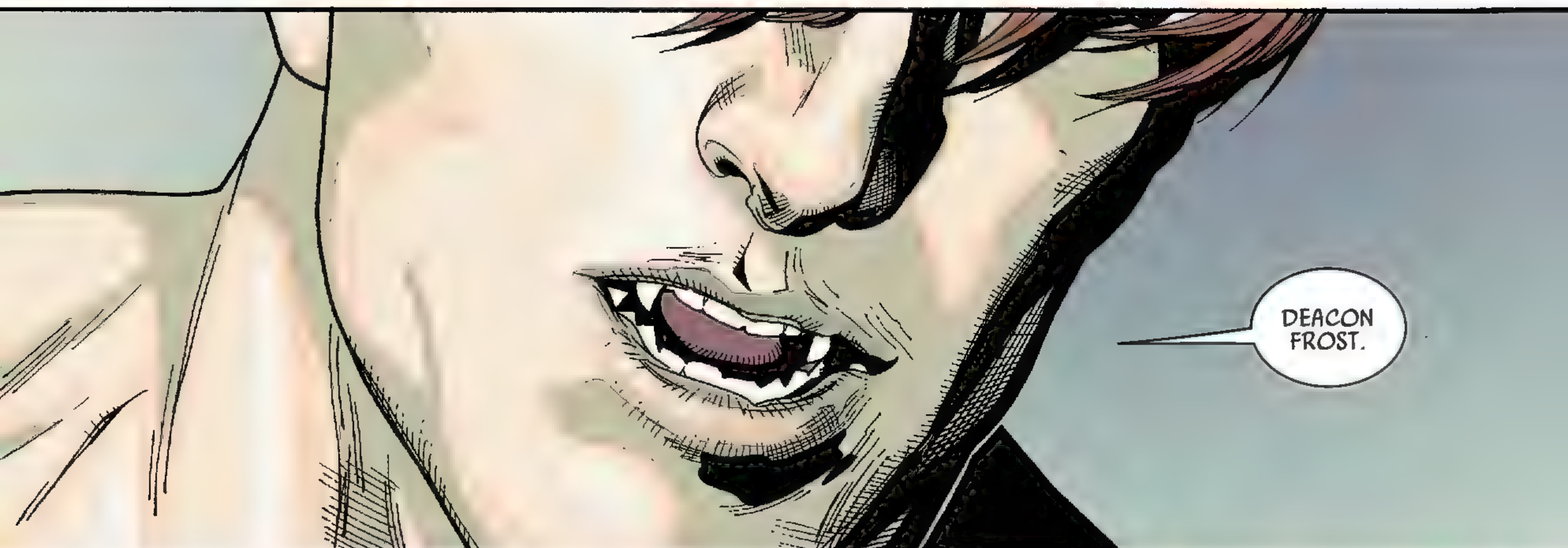
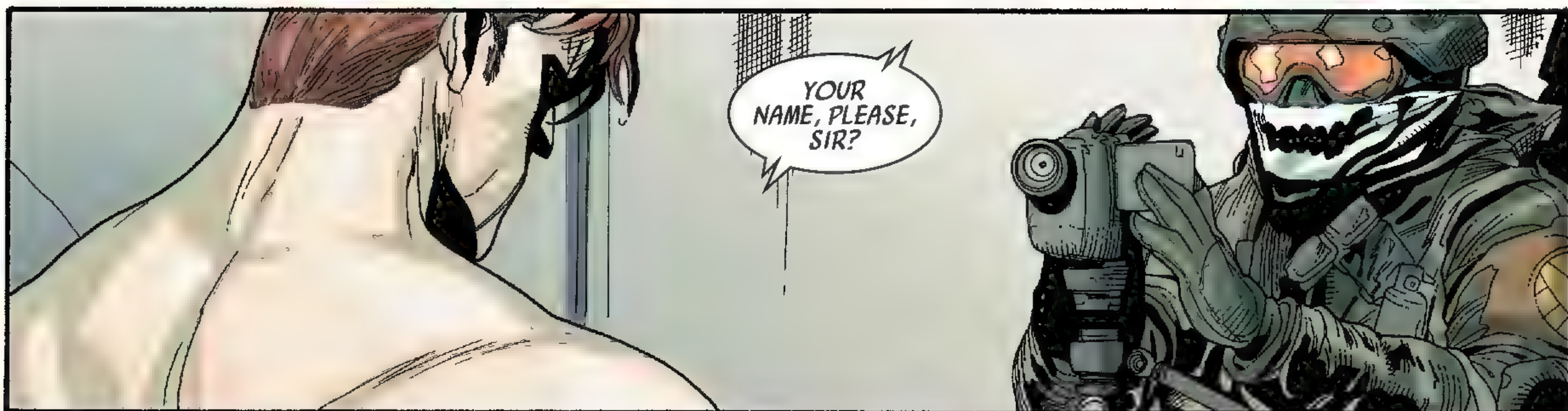
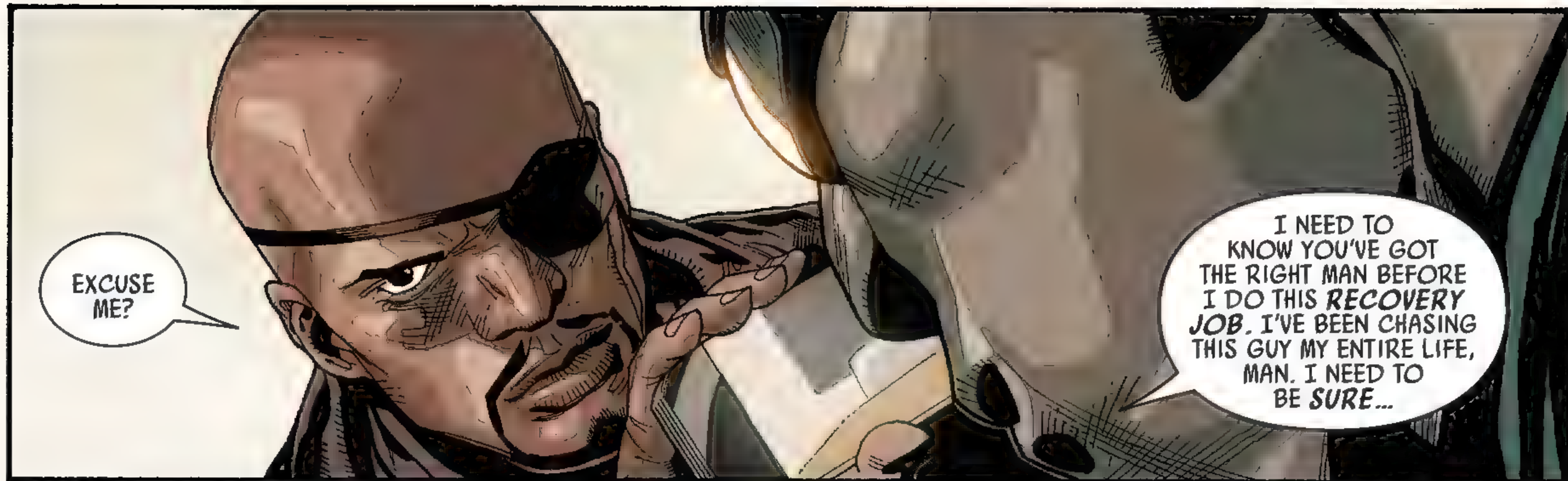


WHEN DO WE  
**LEAVE?**

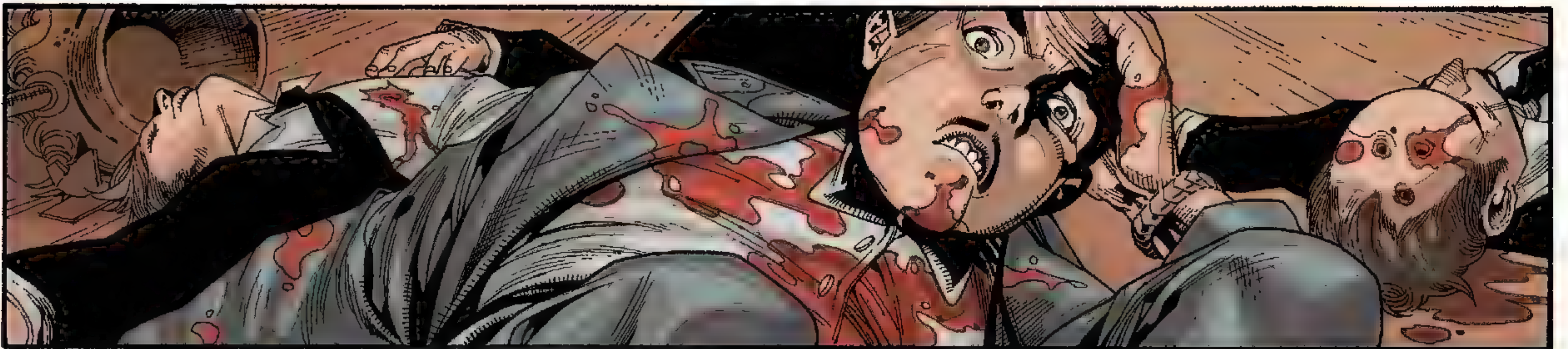




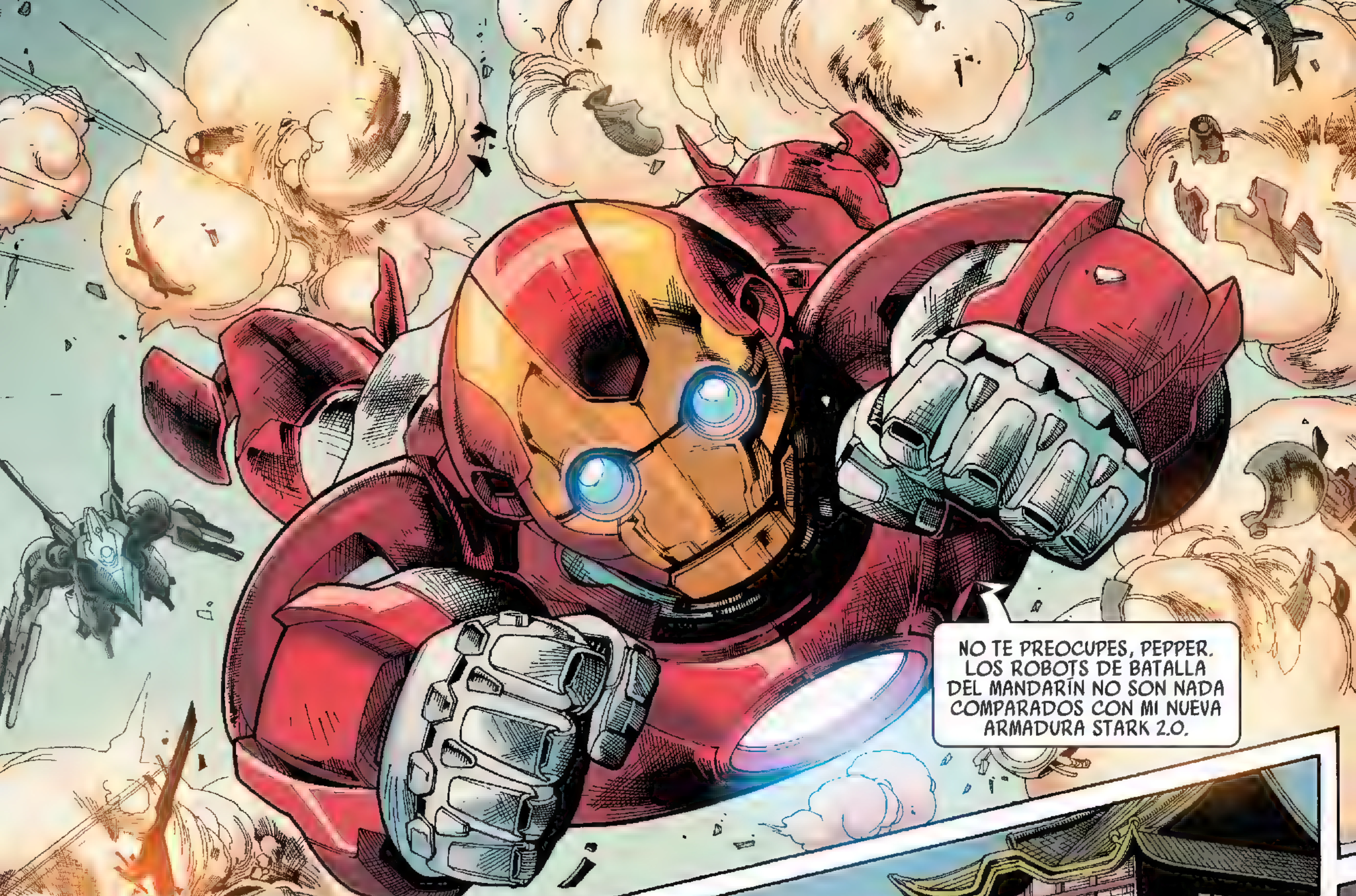




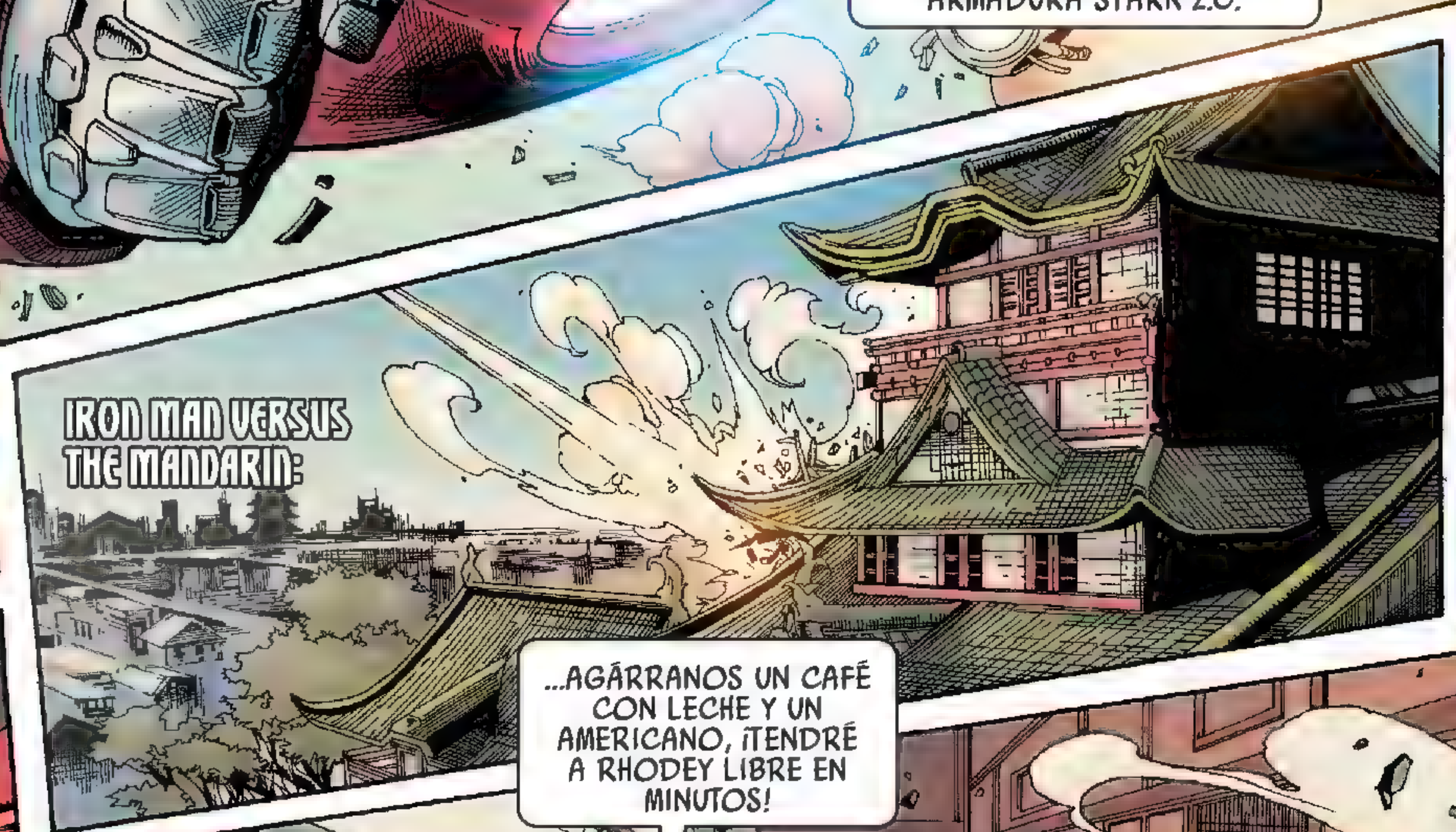






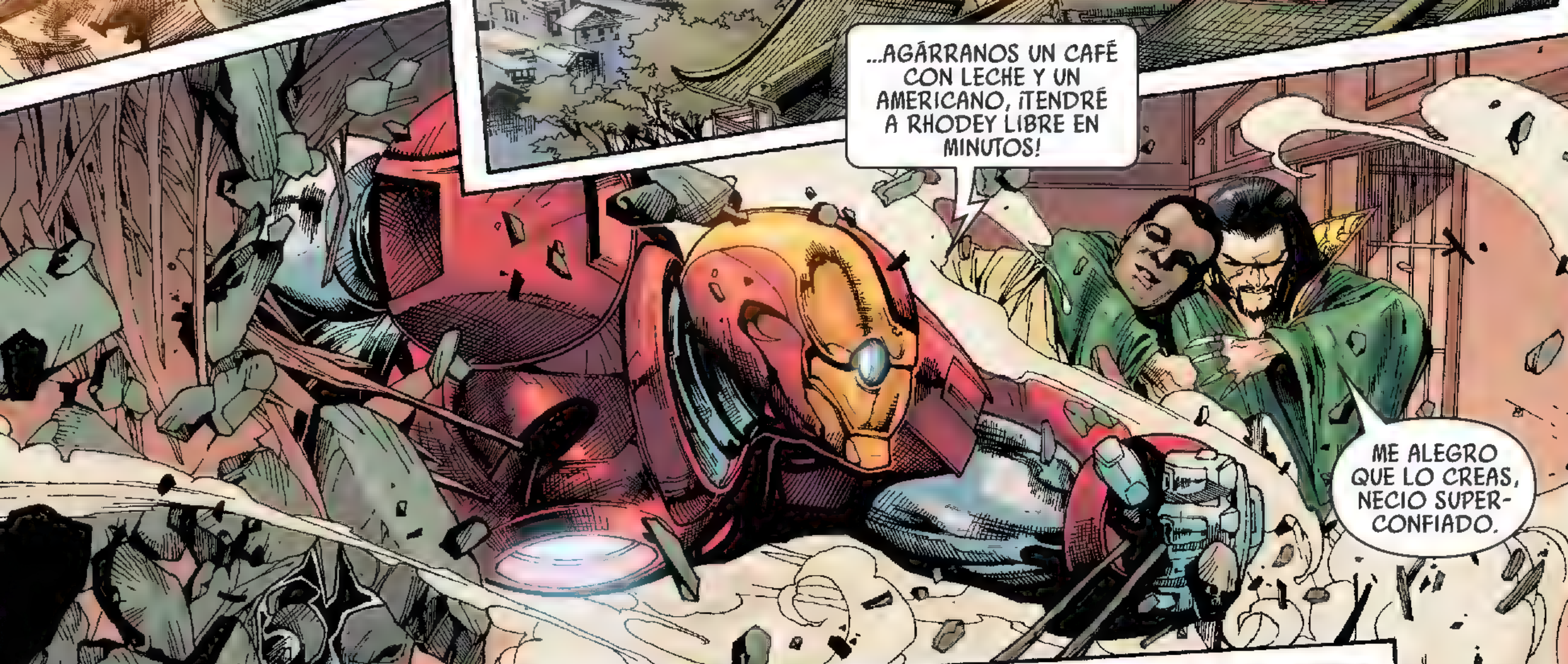


NO TE PREOCUPES, PEPPER.  
LOS ROBOTS DE BATALLA  
DEL MANDARÍN NO SON NADA  
COMPARADOS CON MI NUEVA  
ARMADURA STARK 2.0.



IRON MAN VERSUS  
THE MANDARIN:

...AGÁRRANOS UN CAFÉ  
CON LECHE Y UN  
AMERICANO, ¡TENDRÉ  
A RHODEY LIBRE EN  
MINUTOS!

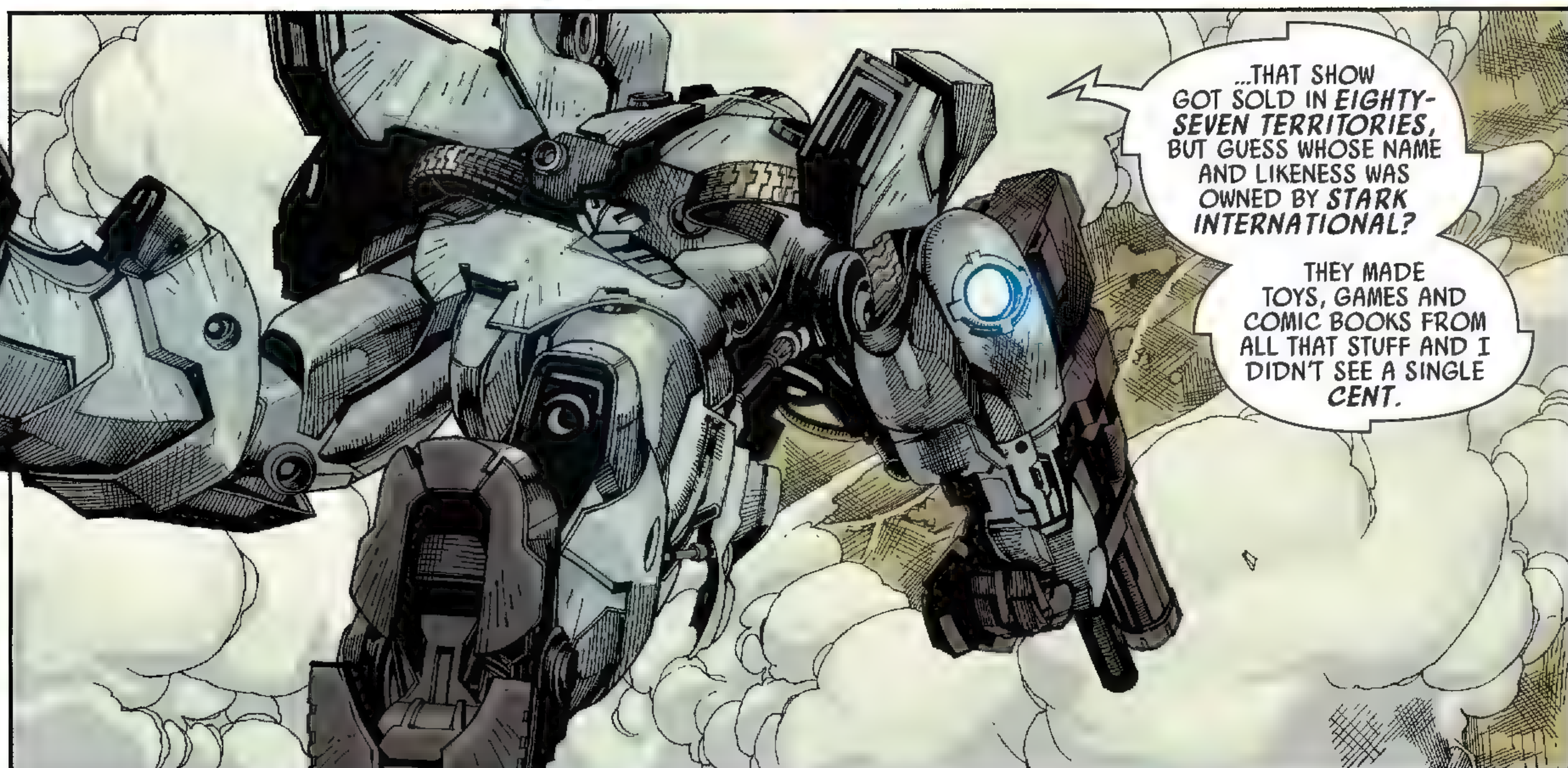
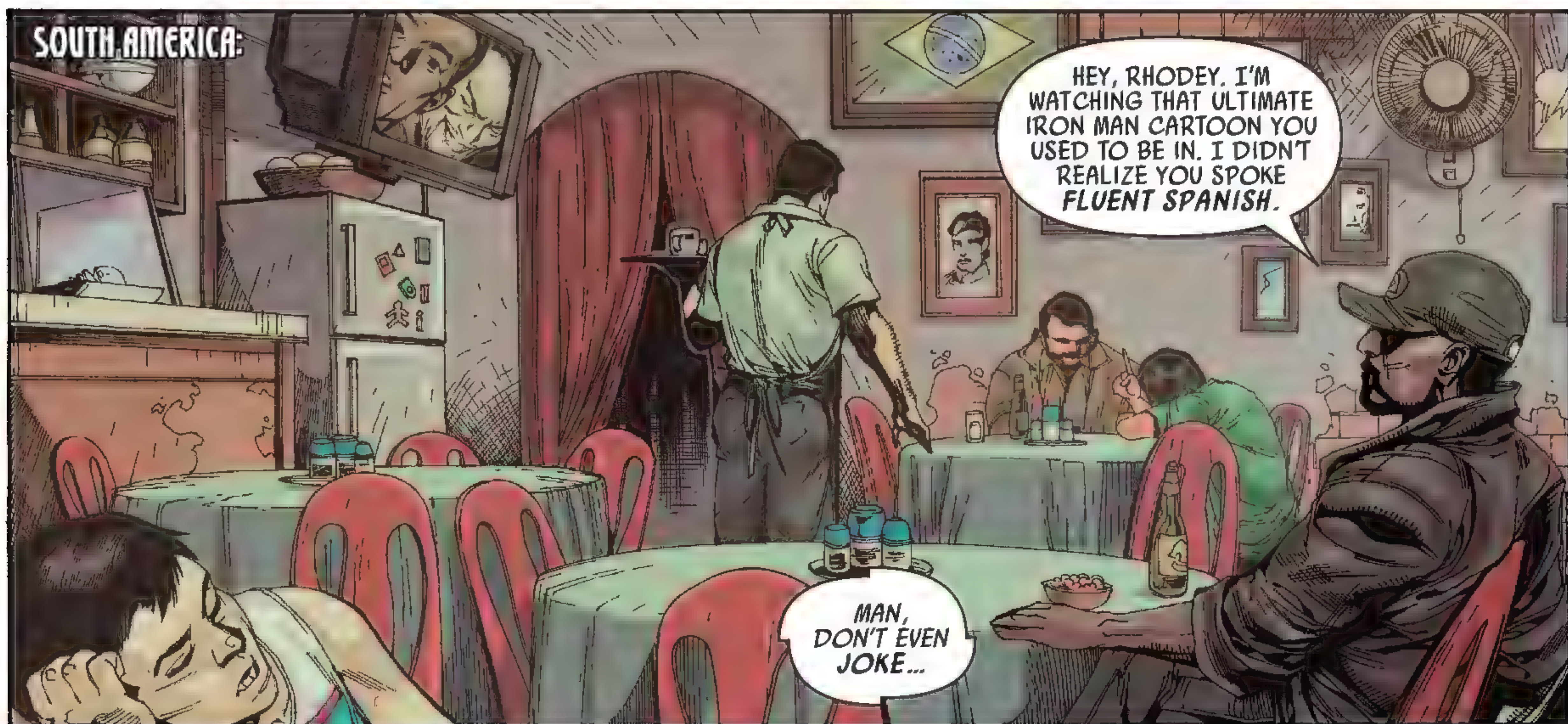


ME ALEGRO  
QUE LO CREAS,  
NECIO SUPER-  
CONFIADO.



¡TONY,  
SAL DE AHÍ,  
TODA LA COSA  
FUE UNA  
TRAMPA!!







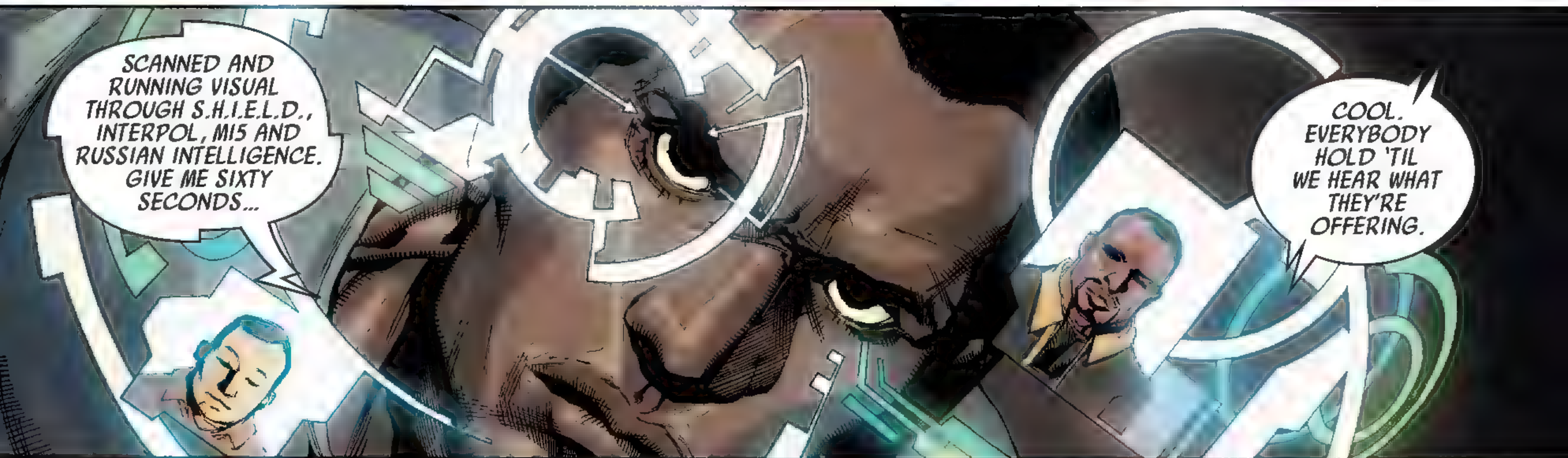


OUR SUPERHUMAN  
ARMS DEALERS JUST  
WALKED IN TOO, BUT THEY  
DON'T LOOK ESPECIALLY  
BAD-ASS. YOU SURE THESE  
GUYS RAIDED THE  
ENGLISH BASE?

ACCORDING  
TO INTEL...

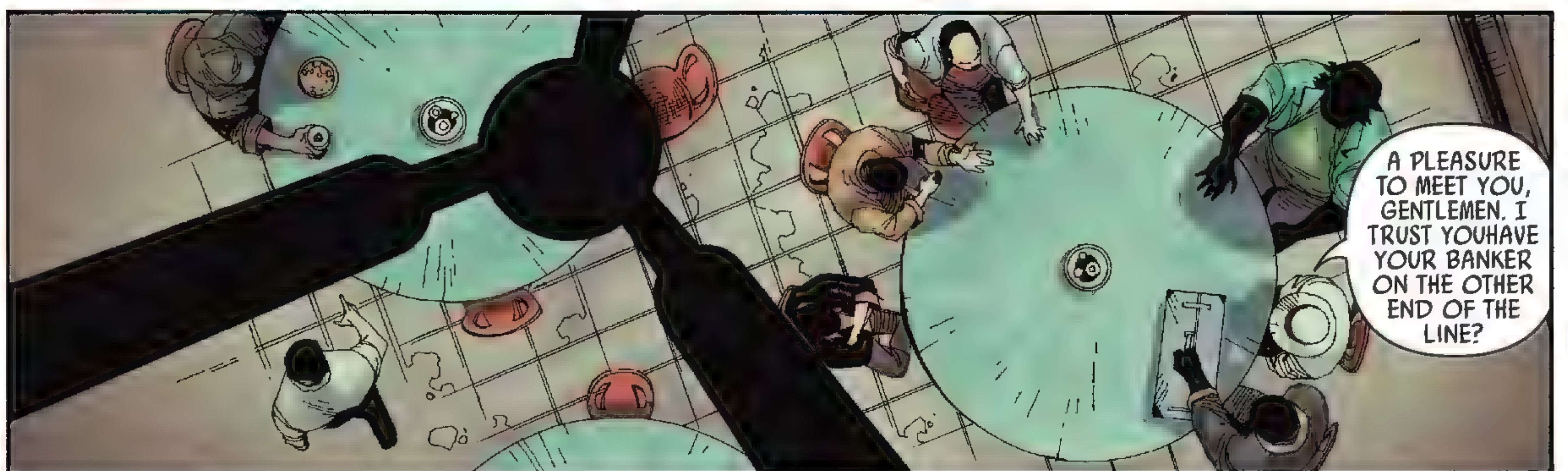


...WORD IS  
THESE PUNKS ARE  
SELLING ALL OUR  
SECRETS TO ANYONE  
WITH AN **OPEN  
CHECK BOOK.**  
RHODEY, HAVE YOU  
GOT A BEAD ON  
THE **OLD GUY?**



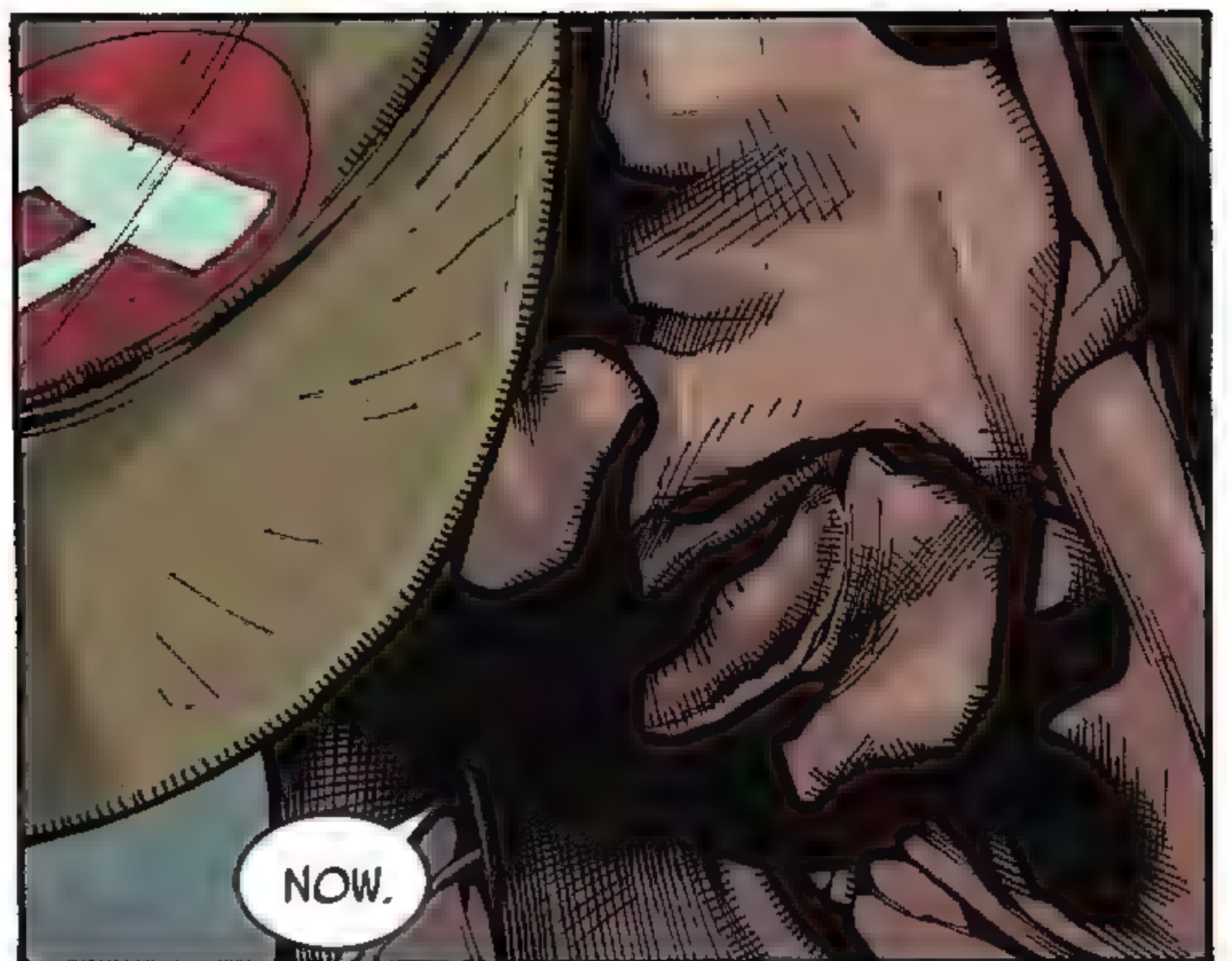
SCANNED AND  
RUNNING VISUAL  
THROUGH S.H.I.E.L.D.,  
INTERPOL, MI5 AND  
RUSSIAN INTELLIGENCE.  
GIVE ME SIXTY  
SECONDS...

COOL.  
EVERYBODY  
HOLD 'TIL  
WE HEAR WHAT  
THEY'RE  
OFFERING.

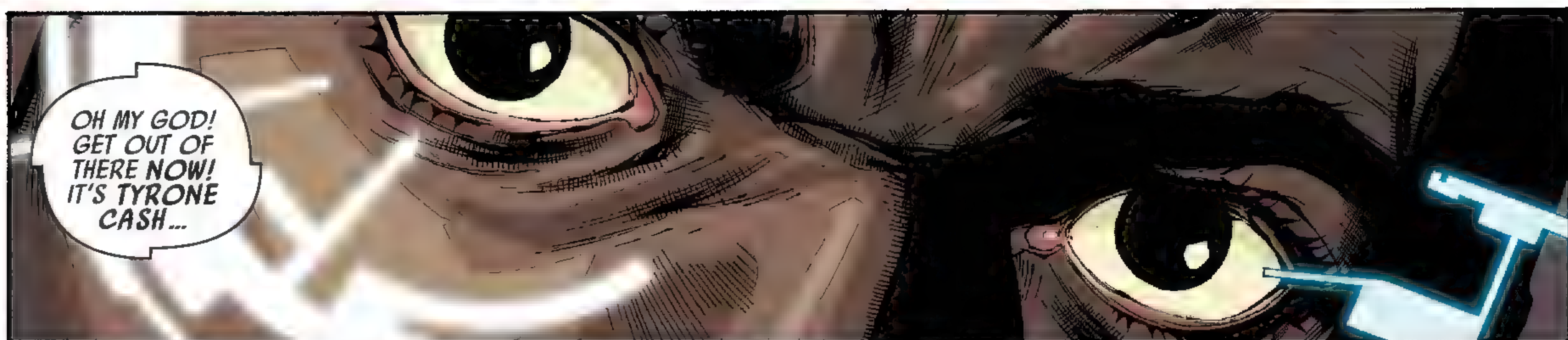
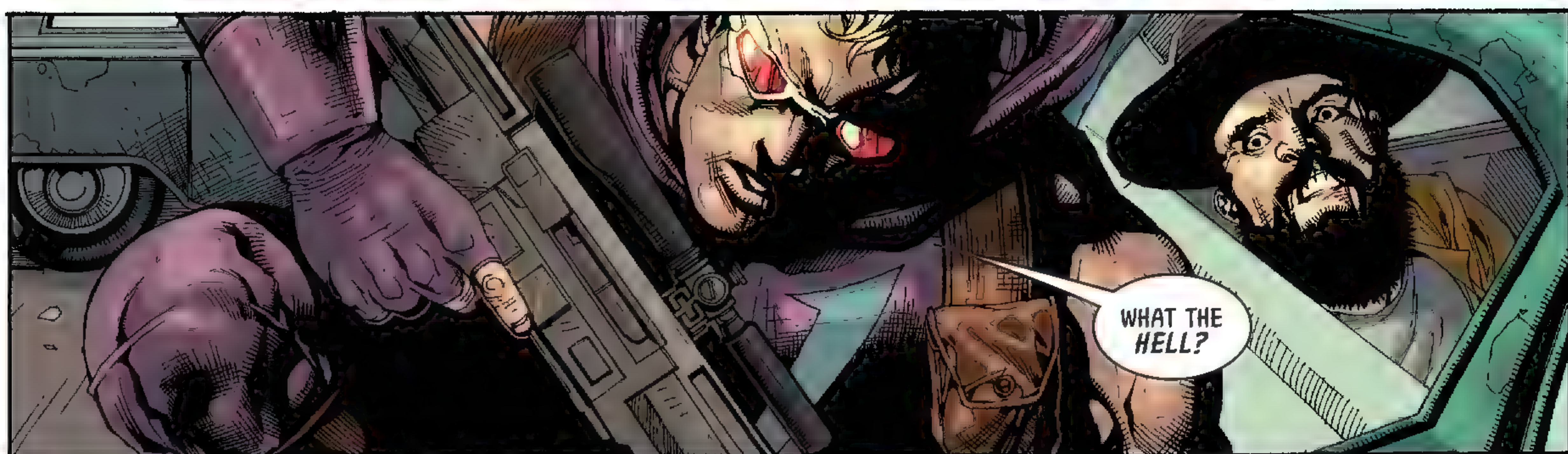


A PLEASURE  
TO MEET YOU,  
GENTLEMEN. I  
TRUST YOU HAVE  
YOUR BANKER  
ON THE OTHER  
END OF THE  
LINE?









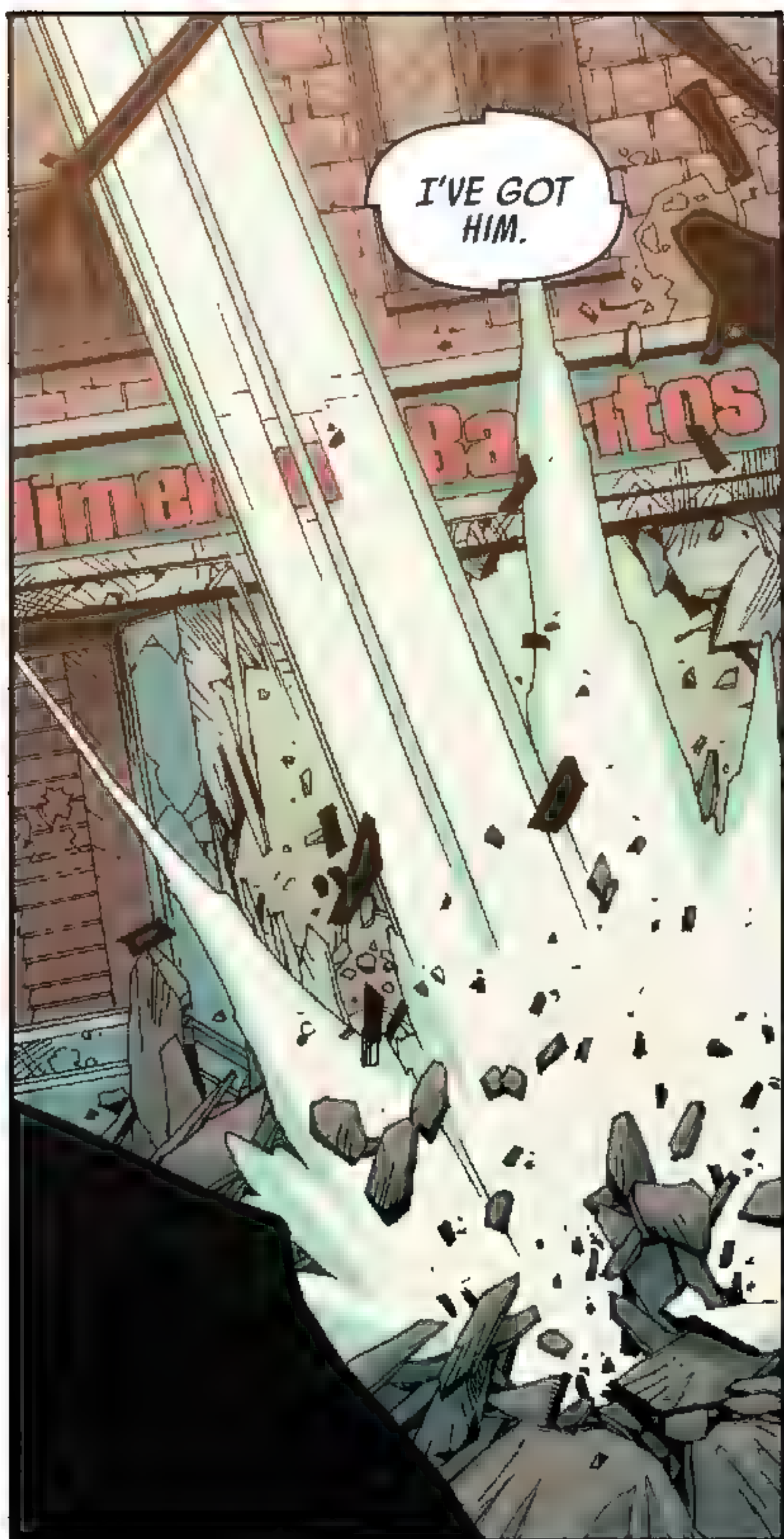


"...HE'S THE  
FIRST HULK."

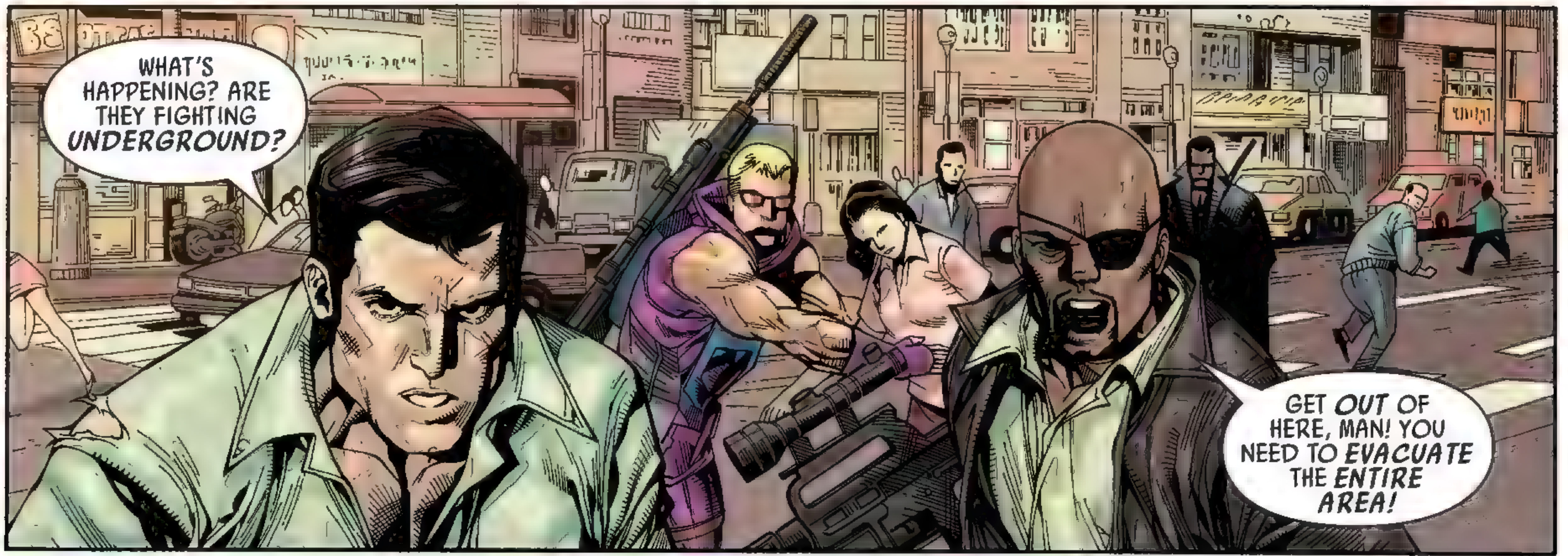
YOU  
STUPID, LITTLE  
ARSE...

...WHY  
COULDN'T YOU  
JUST MIND YOUR  
OWN BLOODY  
BUSINESS?







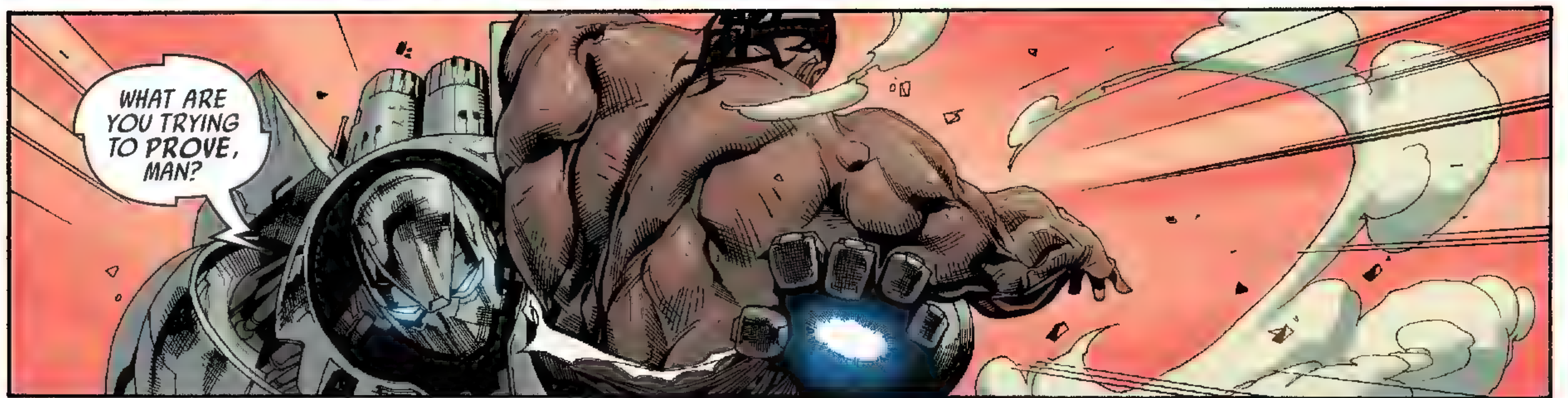
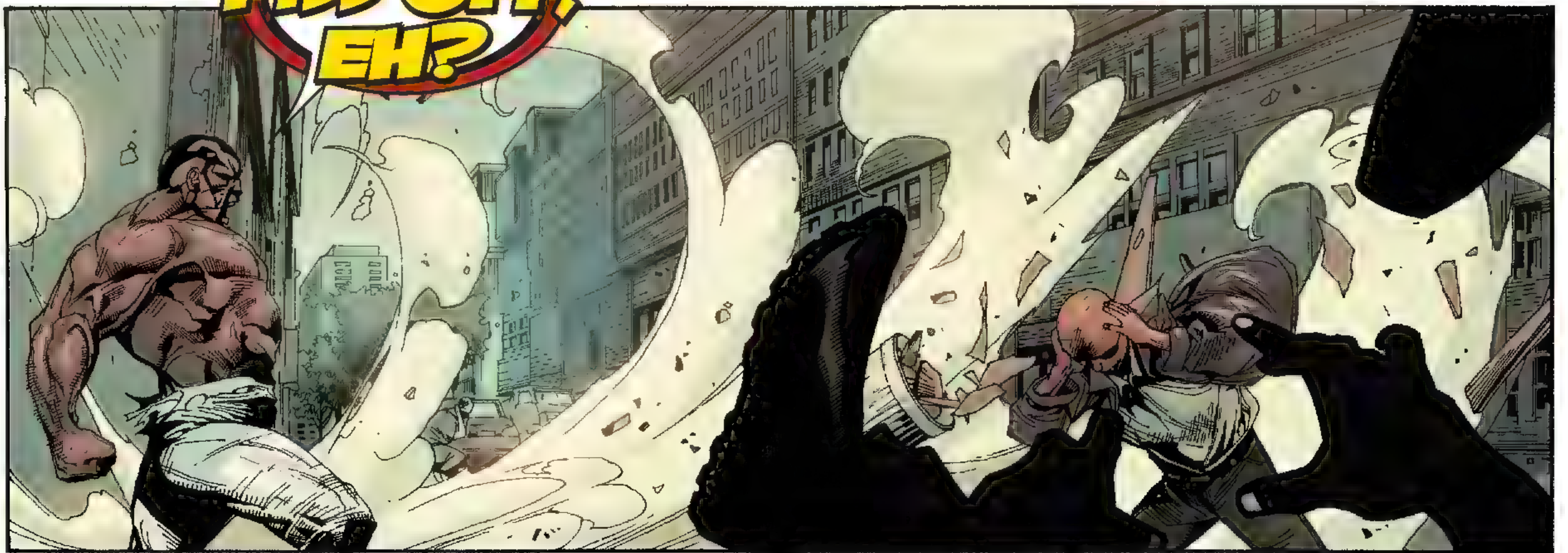






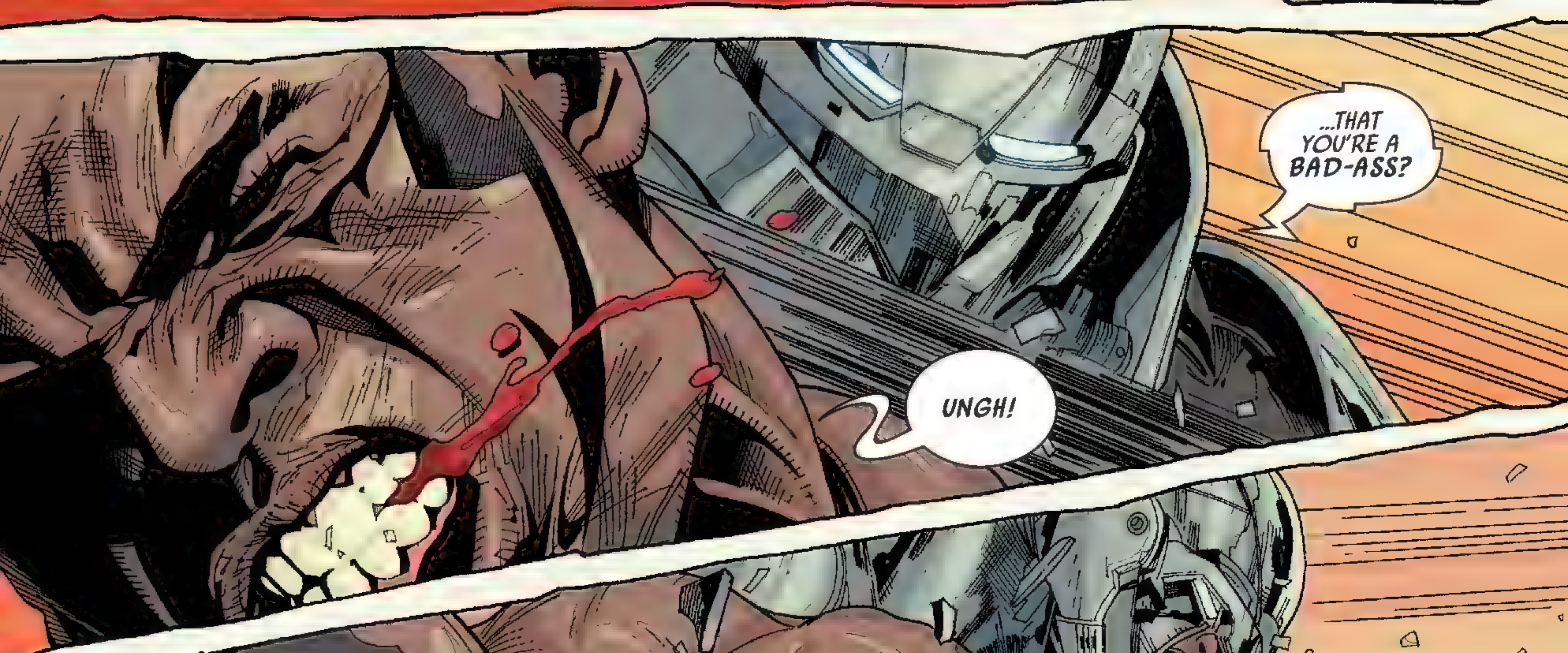
IS THAT IT?  
BULLETS? HAVE YOU  
FORGOTTEN WHAT I CAN  
DO, YOU LITTLE WANKERS?  
I TAUGHT BRUCE BANNER  
EVERYTHING HE KNOWS.  
DID YOU FORGET  
HOW **STRONG**  
I AM?

**JUST  
PISS OFF,  
EH?**



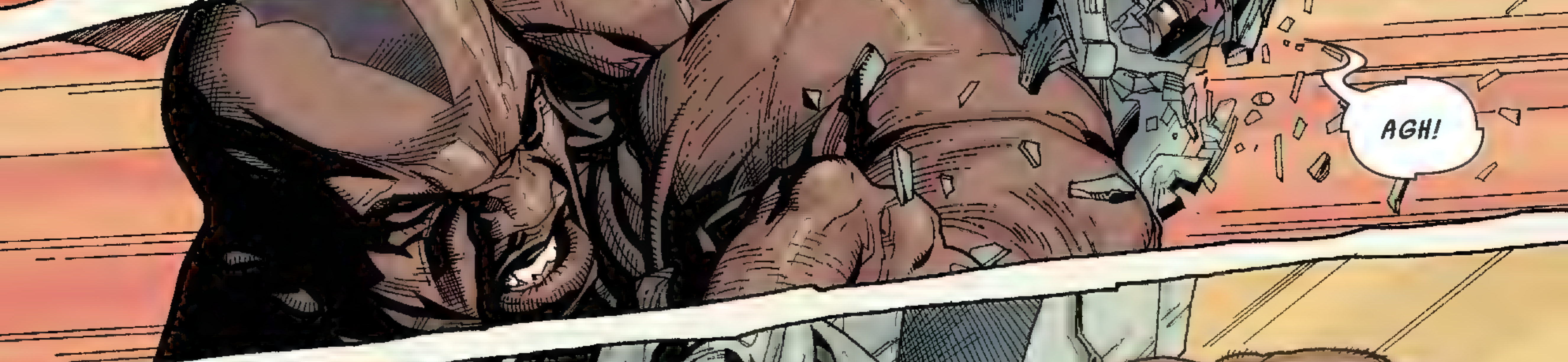
WHAT ARE  
YOU TRYING  
TO PROVE,  
MAN?





...THAT  
YOU'RE A  
BAD-ASS?

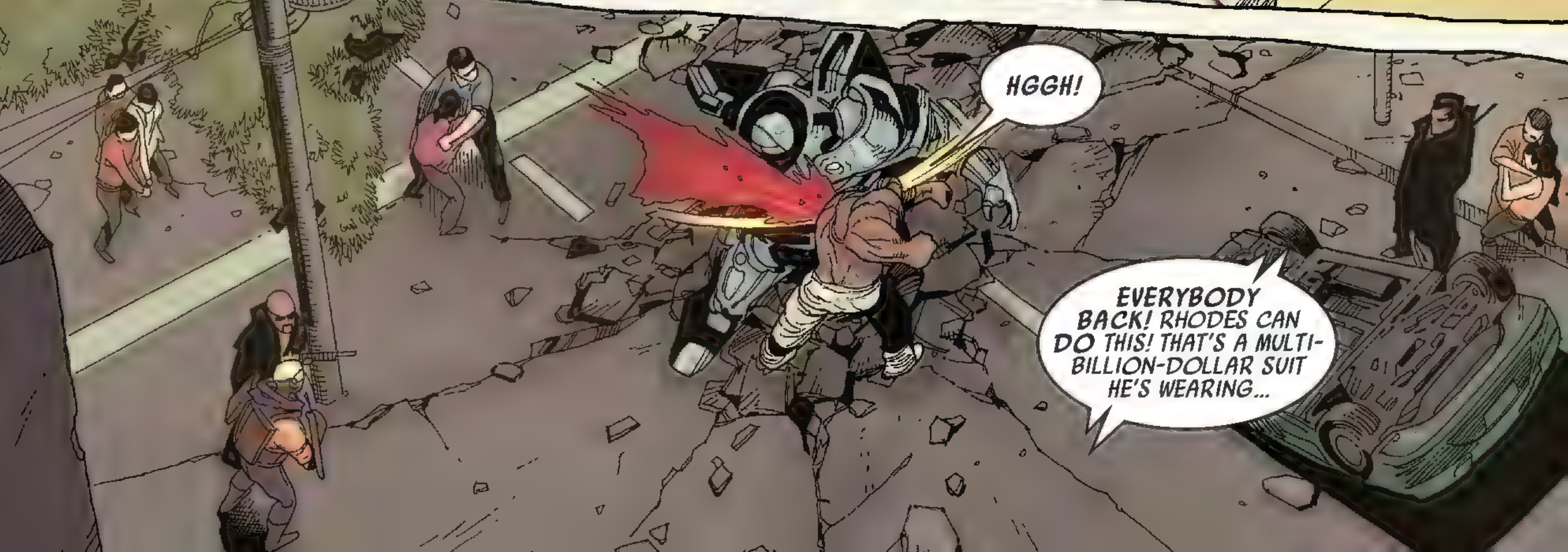
UNGH!



AGH!



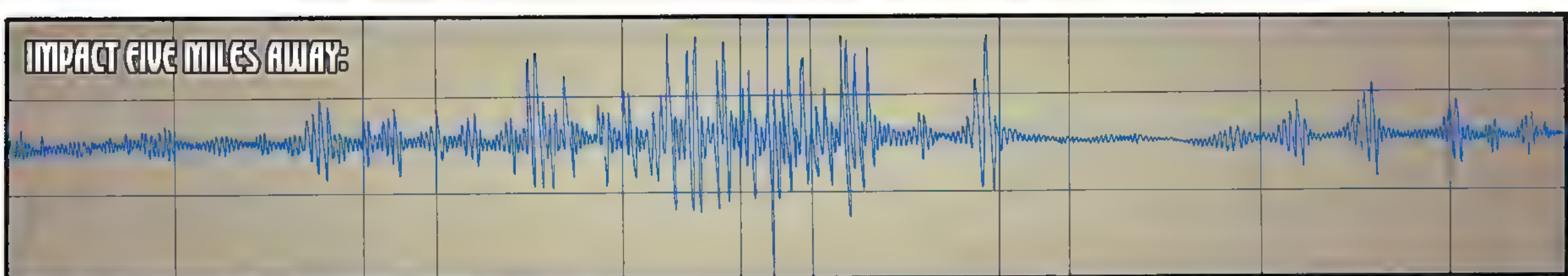
UNH!



HGGH!

EVERYBODY  
BACK! RHODES CAN  
DO THIS! THAT'S A MULTI-  
BILLION-DOLLAR SUIT  
HE'S WEARING...







I SAID--  
**DOWN!**



UNKH!

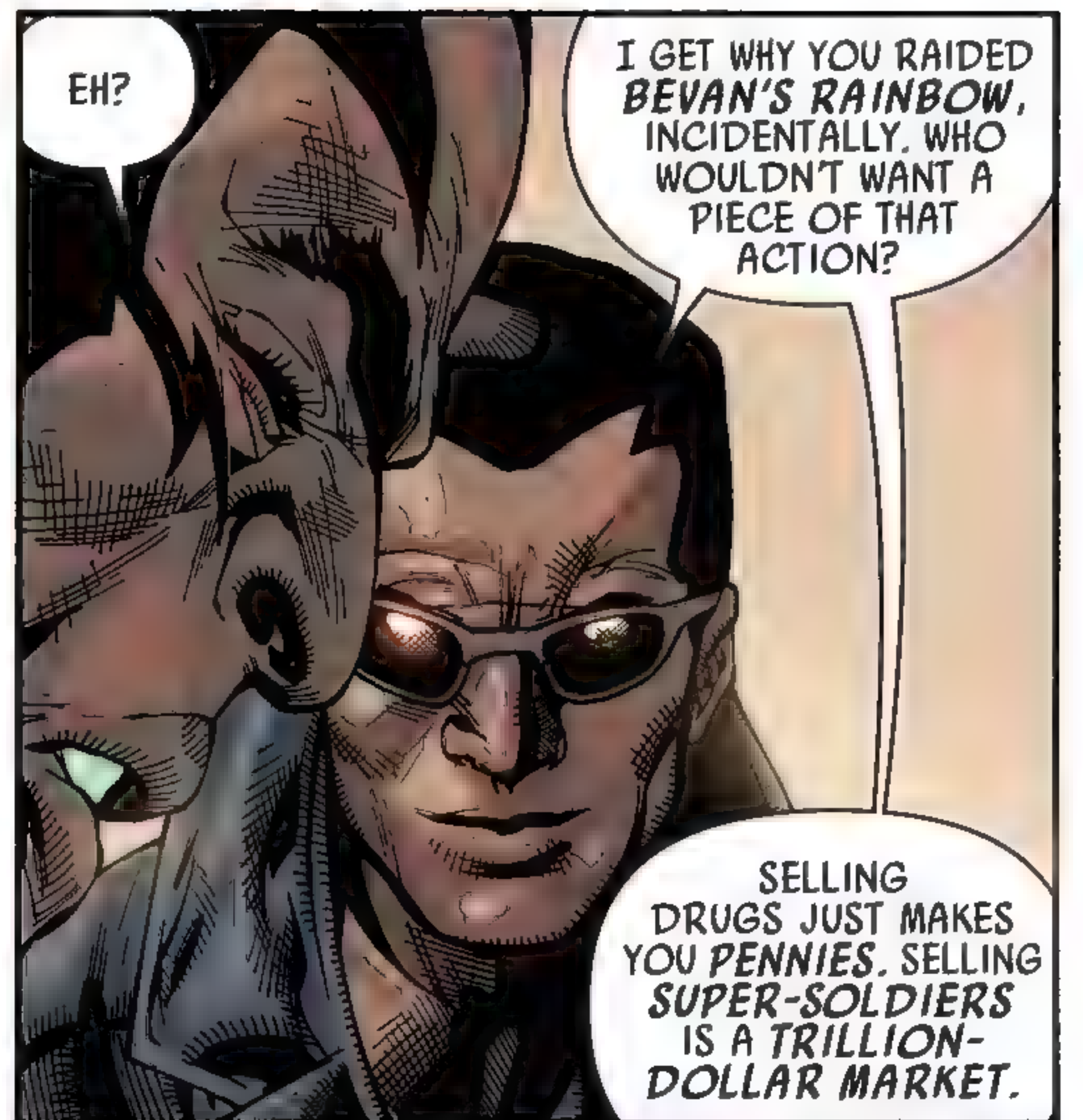




I WARNED  
THEM TO MIND  
THEIR OWN BUSINESS!  
I TOLD HIM I'D  
KICK THEIR ARSE!

THAT'S  
RIGHT, MAN.  
YOU TOLD  
THEM...

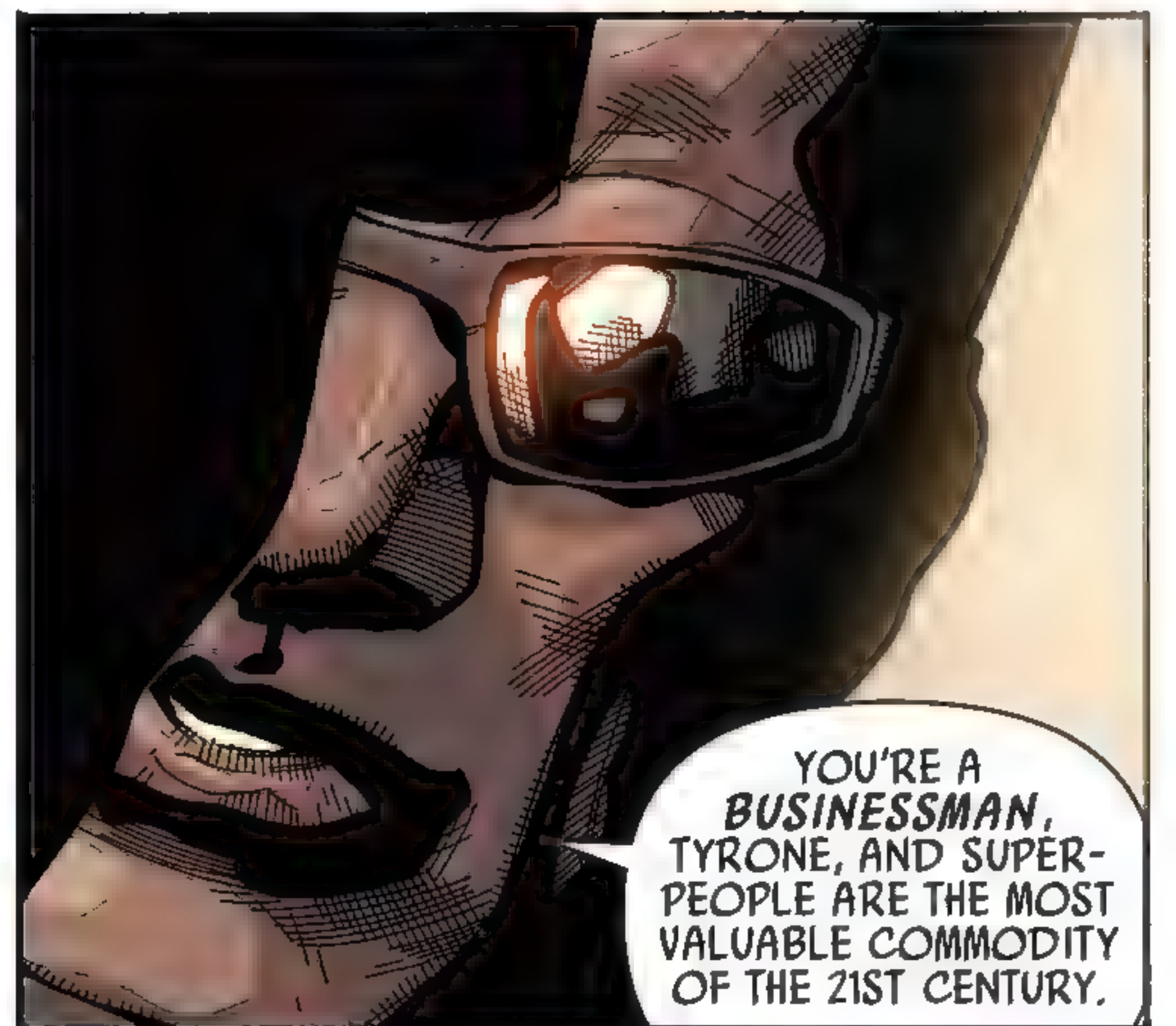
...BUT THEY  
JUST WOULDN'T  
LISTEN.



EH?

I GET WHY YOU RAIDED  
**BEVAN'S RAINBOW**,  
INCIDENTALLY. WHO  
WOULDN'T WANT A  
PIECE OF THAT  
ACTION?

SELLING  
DRUGS JUST MAKES  
YOU PENNIES. SELLING  
**SUPER-SOLDIERS**  
IS A TRILLION-  
DOLLAR MARKET.



YOU'RE A  
**BUSINESSMAN**,  
TYRONE, AND SUPER-  
PEOPLE ARE THE MOST  
VALUABLE COMMODITY  
OF THE 21ST CENTURY.



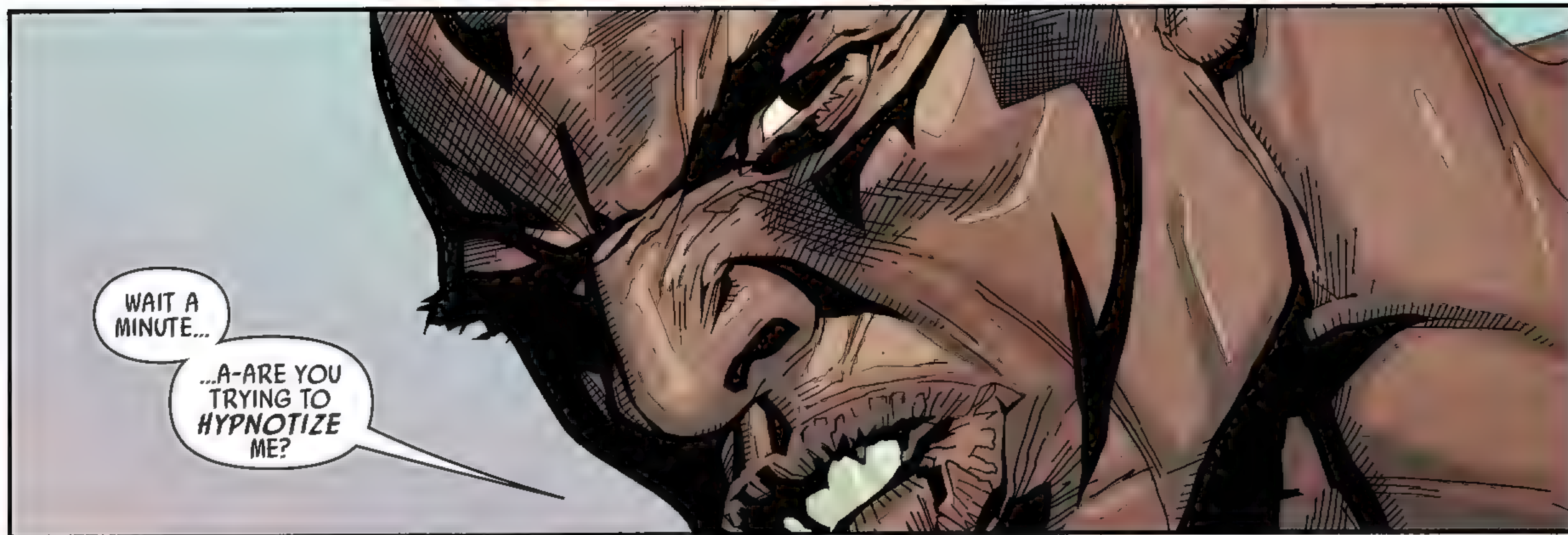
TH-THAT'S  
RIGHT.

MAN, IT MUST  
HAVE BEEN SWEET  
RAIDING YOUR OLD  
**BASE**. I BET THEY  
NEVER SAW **THAT**  
ONE COMING.



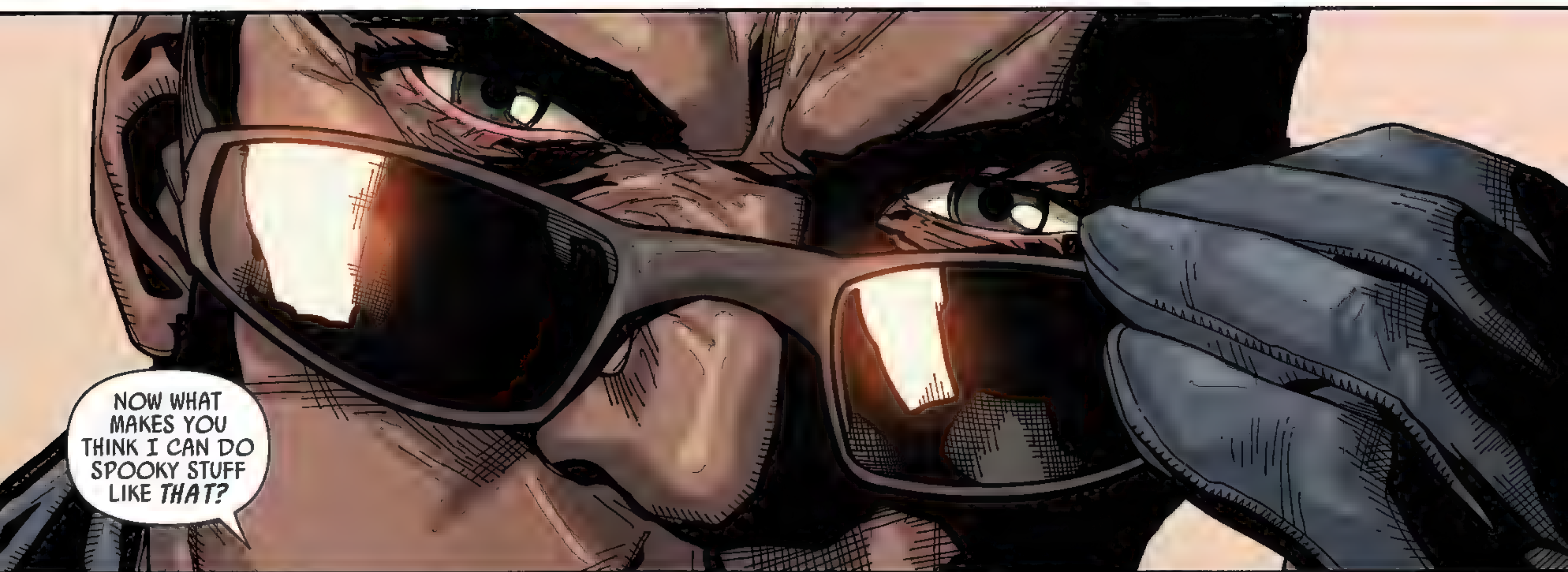
DO THEY  
STILL HAVE THE OLD  
**DRINKS MACHINE** WITH  
THE **COFFEES** AND THE  
**TEAS**? DID YOU STILL  
FEEL NERVOUS WHEN YOU  
APPROACHED ALL  
THOSE **STAIRS**?





WAIT A  
MINUTE...

...A-ARE YOU  
TRYING TO  
HYPNOTIZE  
ME?



NOW WHAT  
MAKES YOU  
THINK I CAN DO  
SPOOKY STUFF  
LIKE *THAT*?



OH MY  
GOD.  
WHAT  
HAVE YOU  
DONE?

CHANGE,  
YOU IDIOT!  
CHANGE!



NOT WHILE  
I'VE GOT YOU  
ALL NICE AND  
RELAXED.

NOW:  
ANY LAST WORDS  
BEFORE WE FINISH  
THIS UP?





I'M  
WORKING  
FOR CAROL  
DANVERS...



WHAT?

CAROL DANVERS,  
DIRECTOR OF S.H.I.E.L.D.  
ISN'T THAT FUNNY? YOU  
AND I WORK FOR THE SAME  
PERSON, COLONEL FURY.  
BUT MY JOB IS A LITTLE  
LESS OFFICIAL.



WHAT THE HELL  
ARE YOU TALKING  
ABOUT?

SHE'S A  
TRAITOR, YOU  
IDIOT. SHE'S BEEN  
SELLING STATE  
SECRETS FOR  
YEARS.



YOU'RE A  
LIAR.

OH REALLY?  
SHE'S GOT  
HENCHMEN AT  
EVERY LEVEL  
OF THAT  
ORGANIZATION,  
HAWKEYE...



"...AND NOW YOU KNOW  
THE TRUTH, SHE'S GOING  
TO HAVE TO KILL YOU."



WEN  
Gerry A





**#1 VARIANT** BY  
FRANK CHO & BRANDON PETERSON



**#1 VARIANT** BY  
BRYAN HITCH, PAUL NEARY & PAUL MOUNTS



**#2 VARIANT** BY  
BRYAN HITCH, PAUL NEARY & PAUL MOUNTS



**#3 VARIANT** BY  
FRANK CHO & BRANDON PETERSON





THOR AND JANE'S APARTMENT, 4 A.M.:

SO WHO WAS IT?

NICK FURY.

ARE YOU SERIOUS? WHY WOULD A GUY LIKE THAT BE SELLING SECRETS TO THE CHINESE?

THE SAME REASON ANY OF THESE PEOPLE BETRAY THEIR MOST BELOVED PRINCIPLES.

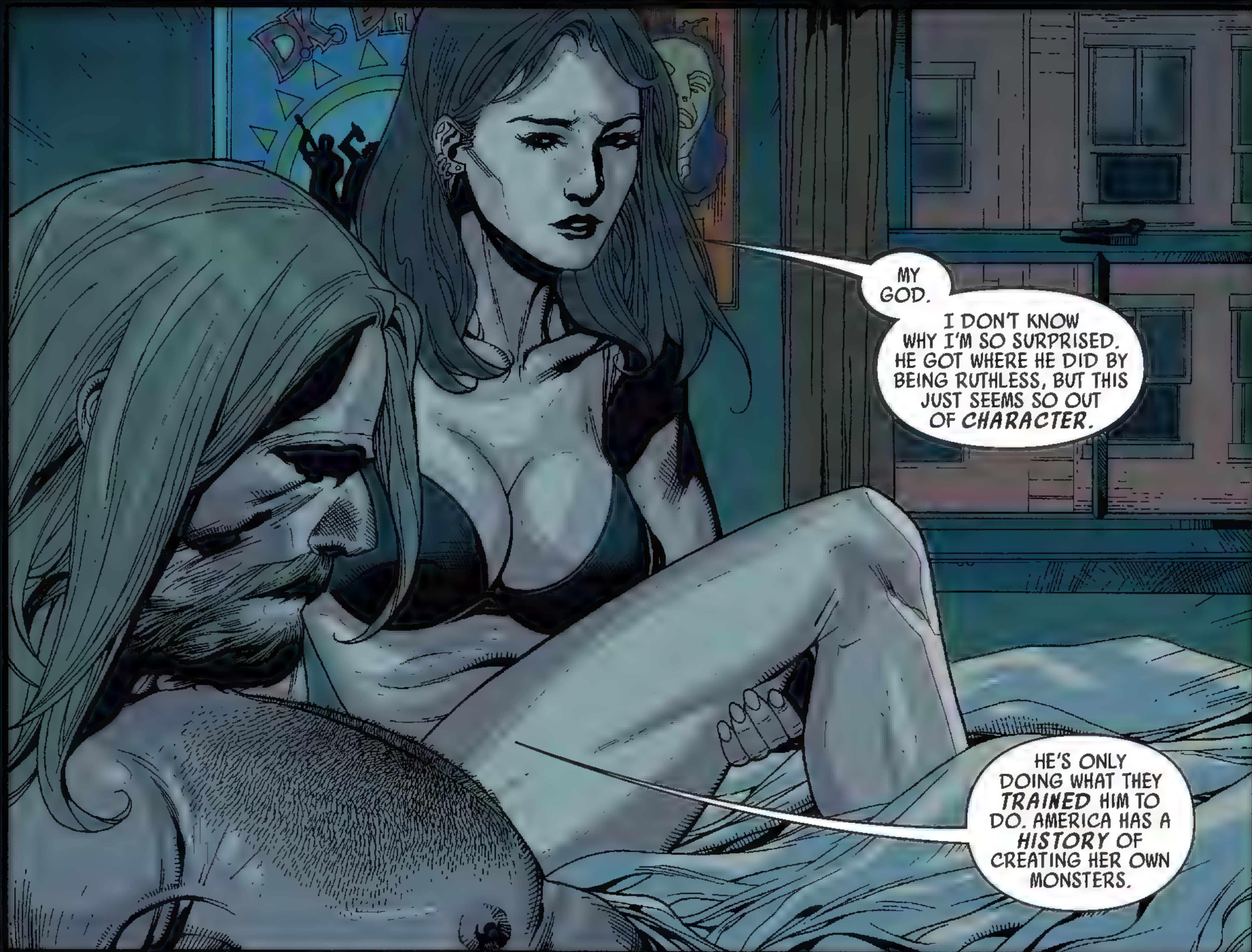
HE WANTED MONEY.

HOW DO YOU KNOW?

S.H.I.E.L.D. FINANCIAL TRACED A HUNDRED DIFFERENT BANK ACCOUNTS ALL AROUND THE WORLD WITH FIFTY MILLION DOLLARS FROM THE CHINESE AND THE RUSSIANS.

HE'S BEEN SELLING SUPER-SOLDIERS FOR OVER TEN YEARS. THEY'RE SAYING HE MIGHT EVEN HAVE BEEN BEHIND THAT *INVASION* A COUPLE OF YEARS AGO.





MY  
GOD.

I DON'T KNOW  
WHY I'M SO SURPRISED.  
HE GOT WHERE HE DID BY  
BEING RUTHLESS, BUT THIS  
JUST SEEMS SO OUT  
OF CHARACTER.

HE'S ONLY  
DOING WHAT THEY  
**TRAINED** HIM TO  
DO. AMERICA HAS A  
**HISTORY** OF  
CREATING HER OWN  
MONSTERS.

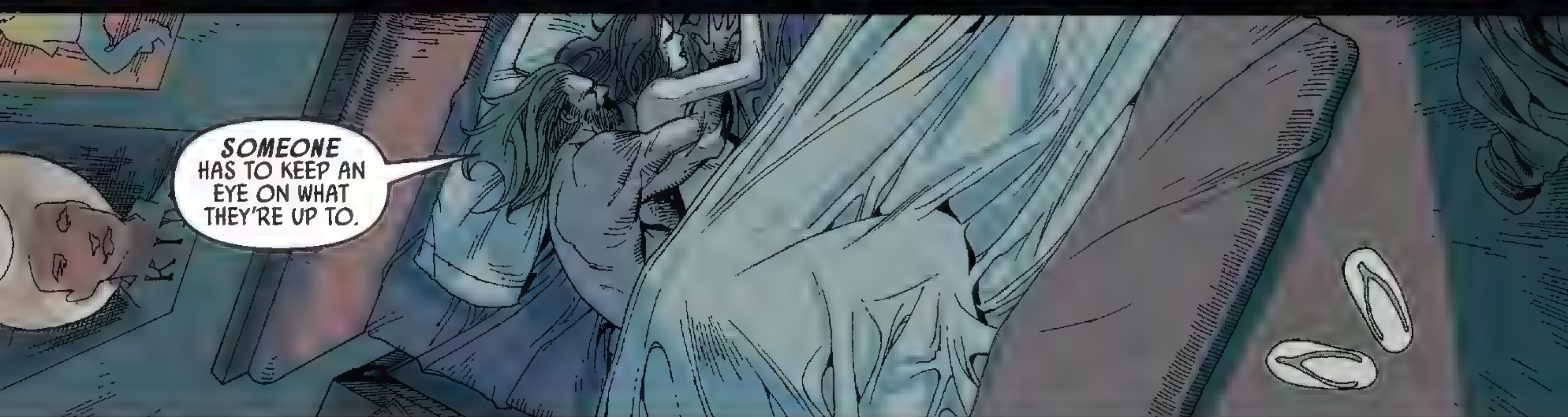
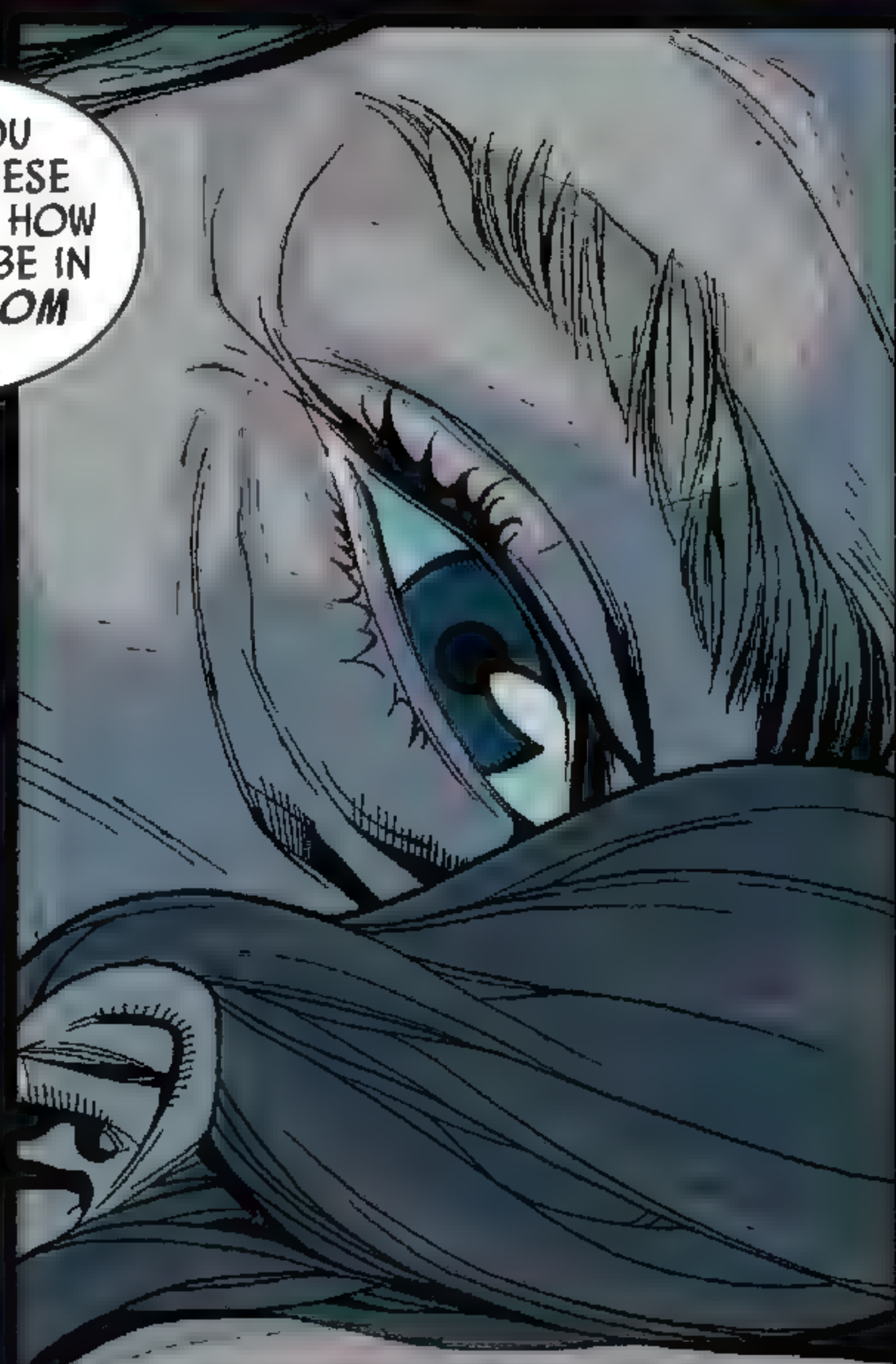


DO YOU  
KNOW WHERE  
HE IS?

HE DISAPPEARED  
WITH HIS BLACK OPS  
PEOPLE TWELVE HOURS  
AGO. THEY'RE ALL IN  
THIS **TOGETHER**,  
APPARENTLY.

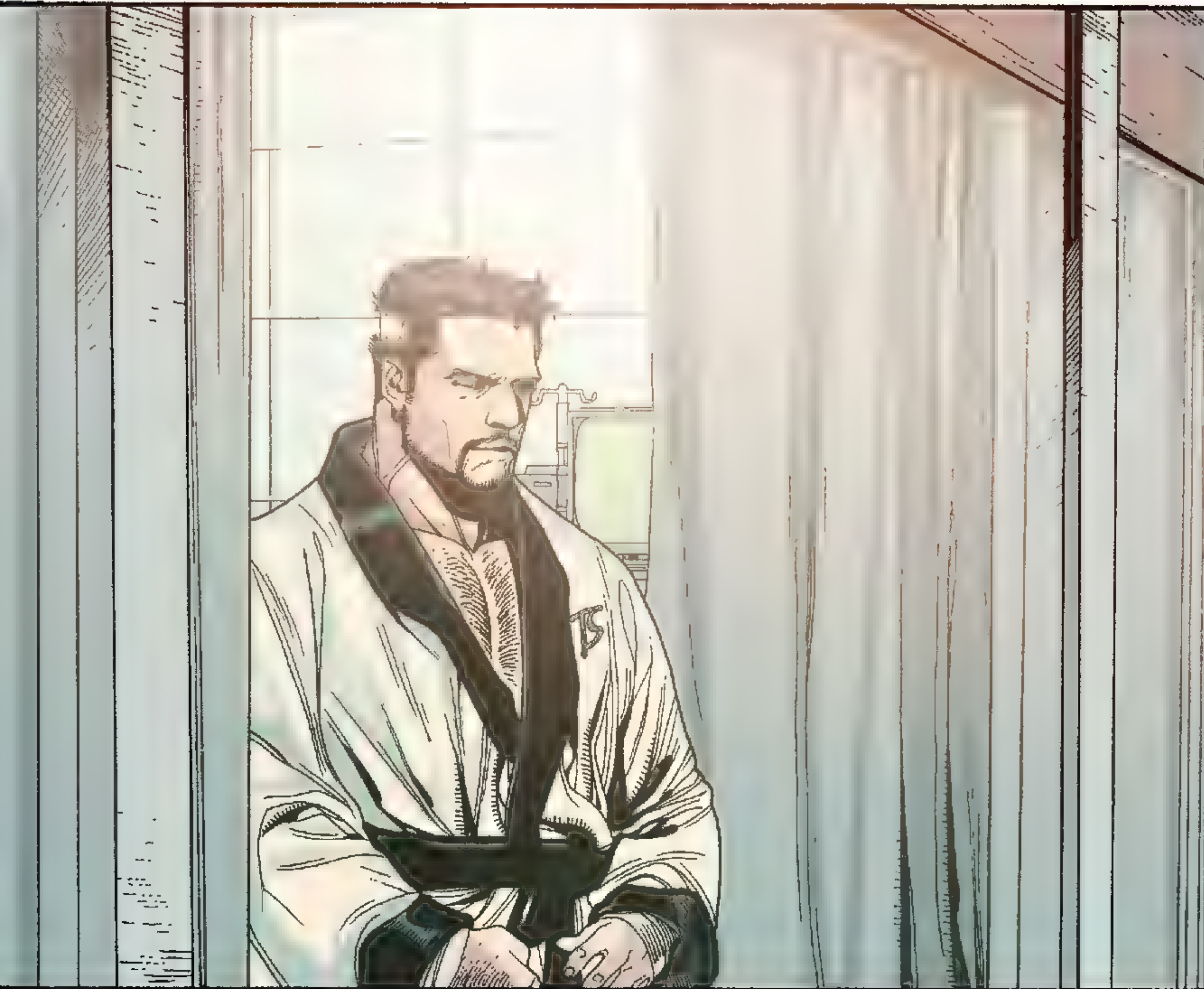
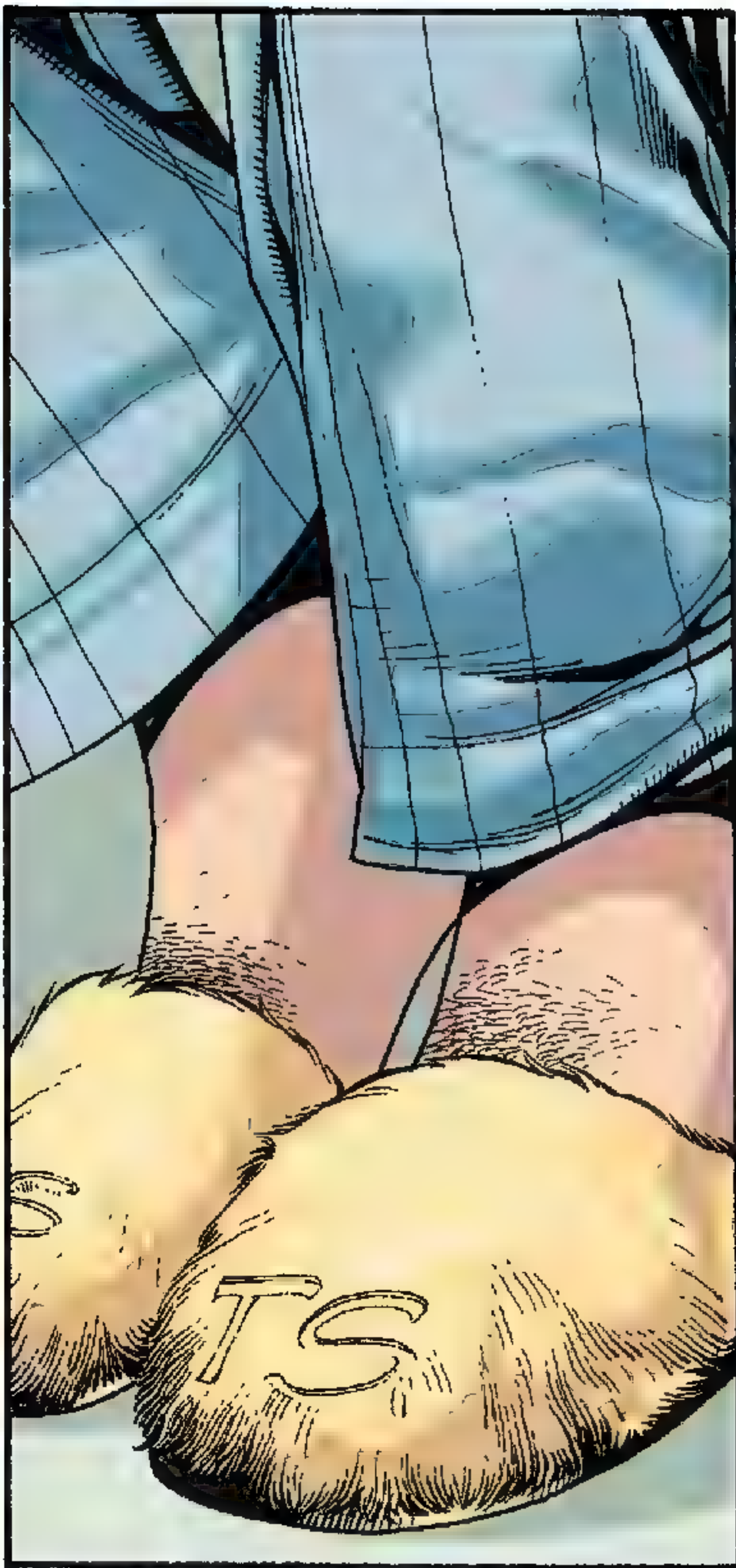


HOW CAN YOU  
**WORK** WITH THESE  
PEOPLE, THOR? HOW  
CAN YOU EVEN BE IN  
THE **SAME ROOM**  
AS THEM?



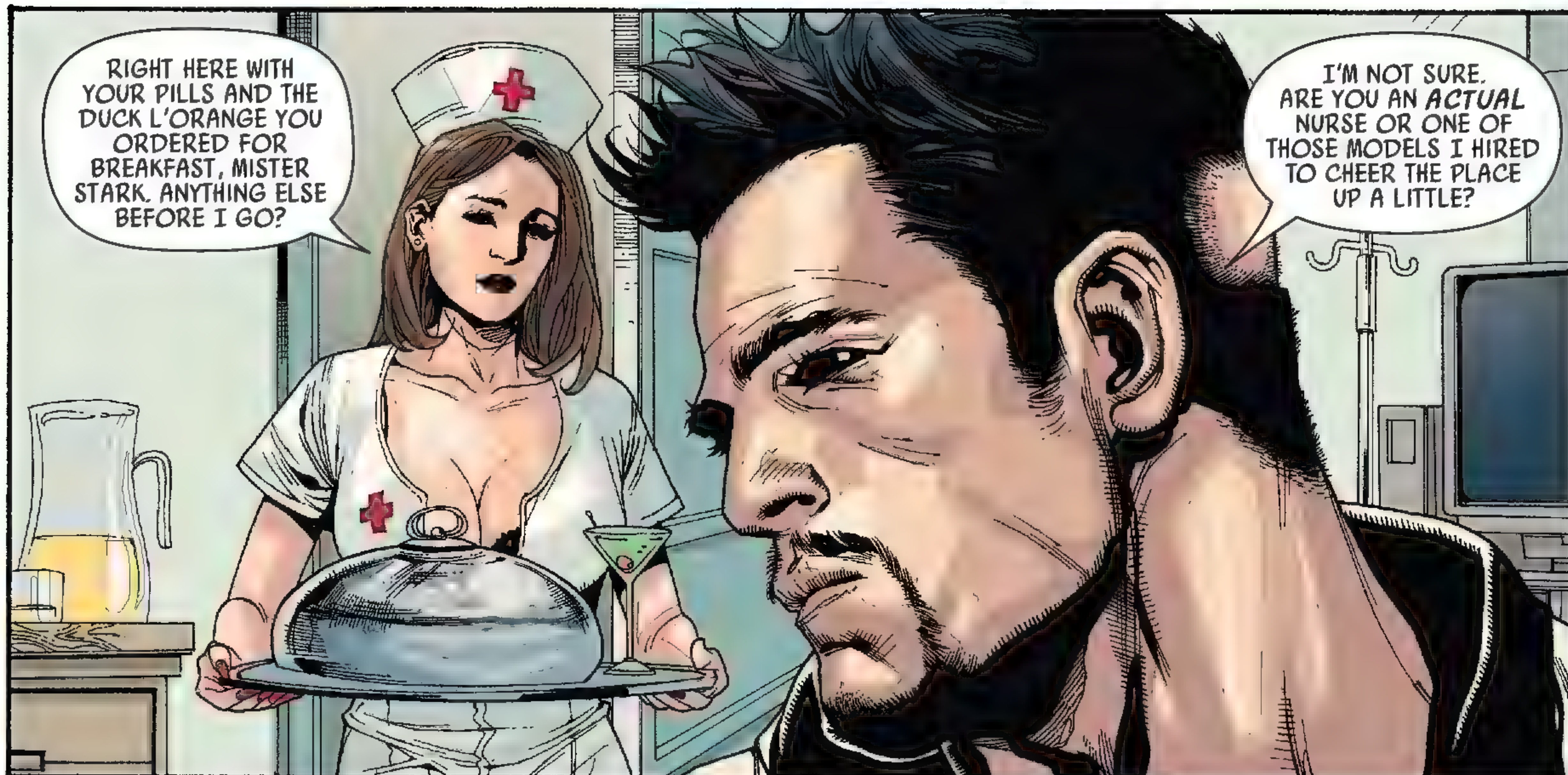
**SOMEONE**  
HAS TO KEEP AN  
EYE ON WHAT  
THEY'RE UP TO.





DID YOU  
REMEMBER THE  
MARTINI?





RIGHT HERE WITH YOUR PILLS AND THE DUCK L'ORANGE YOU ORDERED FOR BREAKFAST, MISTER STARK. ANYTHING ELSE BEFORE I GO?

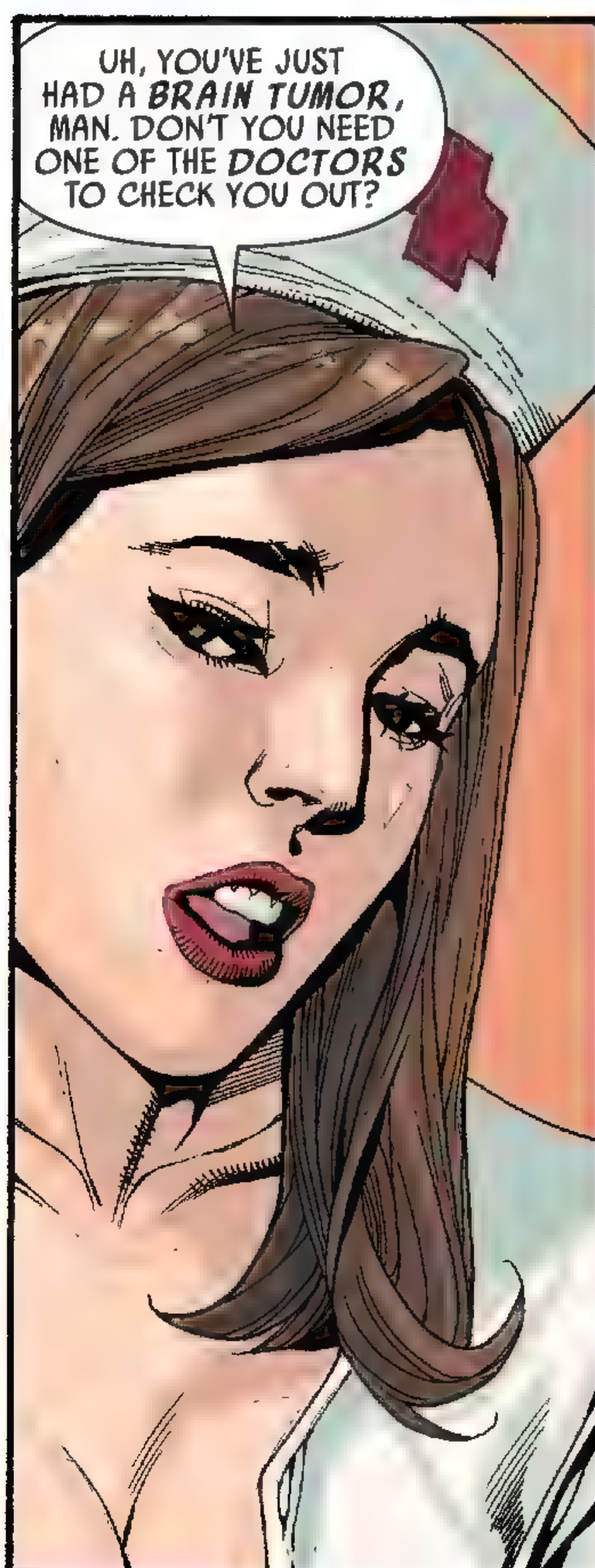
I'M NOT SURE. ARE YOU AN **ACTUAL** NURSE OR ONE OF THOSE MODELS I HIRED TO CHEER THE PLACE UP A LITTLE?



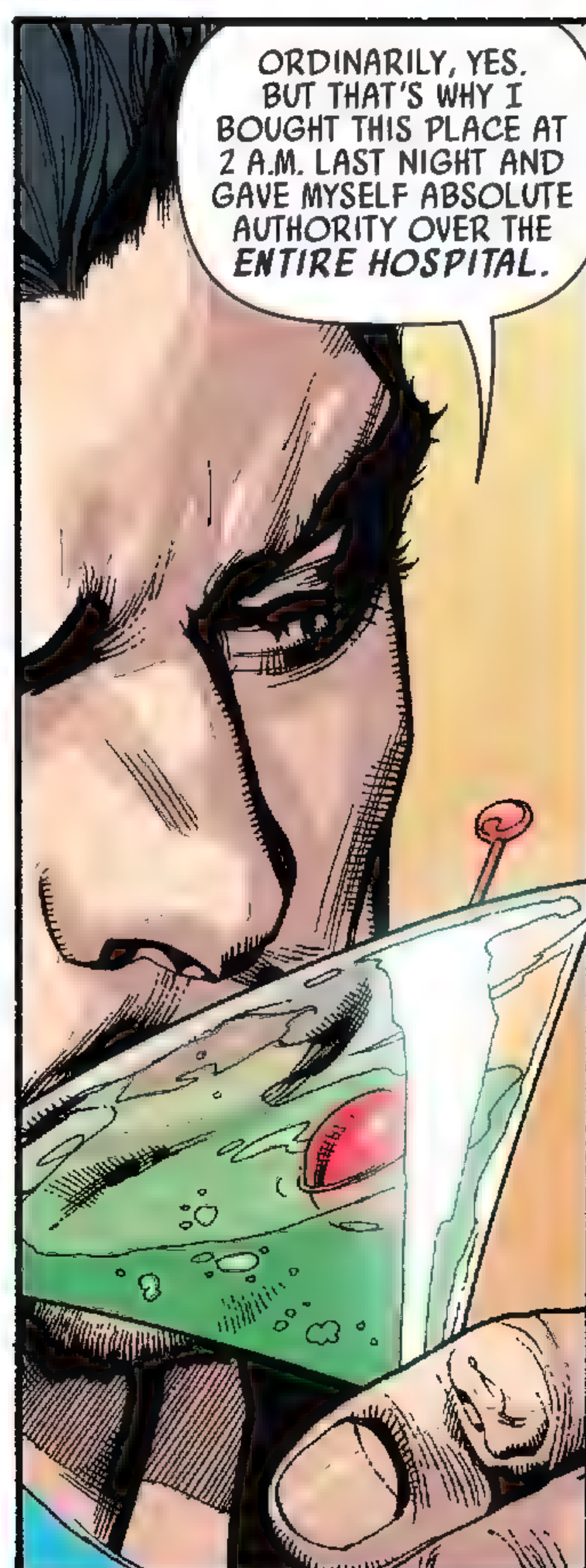
OH, I'M JUST ONE OF THE **MODELS**, SIR. I DON'T HAVE ANY MEDICAL EXPERIENCE **WHATSOEVER**.

GOOD. THEN YOU CAN CONTACT MY SECRETARY AND TELL HER I'LL NEED MY **IRON MAN** ARMOR IN FORTY-FIVE MINUTES.

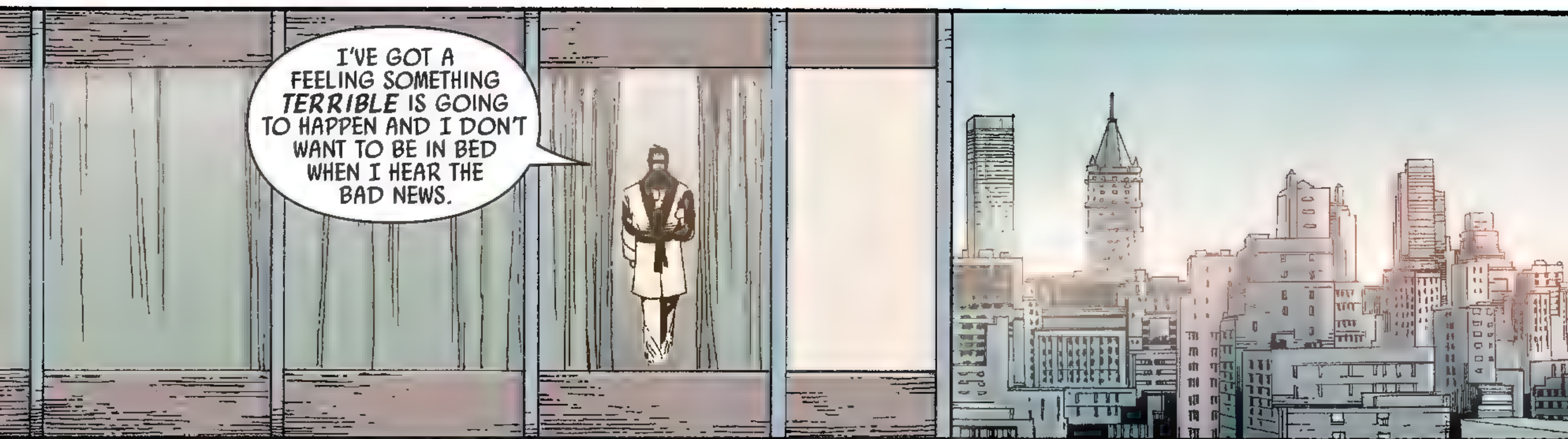
I'M HAPPY FOR S.H.I.E.L.D. TO USE MY OFFICE, BUT I DON'T WANT ANYONE ELSE GOING NEAR THAT SUIT UNTIL THIS **NICK FURY** SITUATION GETS RESOLVED.



UH, YOU'VE JUST HAD A **BRAIN TUMOR**, MAN. DON'T YOU NEED ONE OF THE **DOCTORS** TO CHECK YOU OUT?



ORDINARILY, YES. BUT THAT'S WHY I BOUGHT THIS PLACE AT 2 A.M. LAST NIGHT AND GAVE MYSELF ABSOLUTE AUTHORITY OVER THE **ENTIRE HOSPITAL**.



I'VE GOT A FEELING SOMETHING **TERRIBLE** IS GOING TO HAPPEN AND I DON'T WANT TO BE IN BED WHEN I HEAR THE **BAD NEWS**.



STARK INTERNATIONAL:  
TEMPORARY NEW YORK HEADQUARTERS FOR S.H.I.E.L.D.

POTENTIAL  
SIGHTING OF NICK  
FURY IN BUENOS AIRES  
TURNED OUT TO BE A  
HOLLYWOOD ACTOR ON  
VACATION, COLONEL  
DANVERS.

STARK  
INDUSTRIES

WE'RE KEEPING  
THE ULTIMATES  
ON **HIGH ALERT**,  
BUT THERE'S STILL  
NOTHING  
TANGIBLE.

I'M SLIGHTLY  
CONCERNED ABOUT  
**CAPTAIN AMERICA**,  
CAROL. HE HASN'T SLEPT  
SINCE HE GOT BACK FROM  
**BULGARIA**. DO YOU  
THINK HE'S ESPECIALLY  
**STRESSED** ABOUT  
ALL THIS?

HE'S **FINE**,  
DOCTOR STARK. CAP  
ONLY NEEDS AN HOUR  
OR TWO'S SLEEP EVERY  
WEEK. HE SITS UP ALL  
NIGHT POLISHING  
HIS BOOTS.

VIDEO-CALL FROM IRAN,  
COLONEL. CAPTAIN  
BRITAIN AND HIS TEAM  
WITH AN UPDATE ON THE  
TRISKELION.

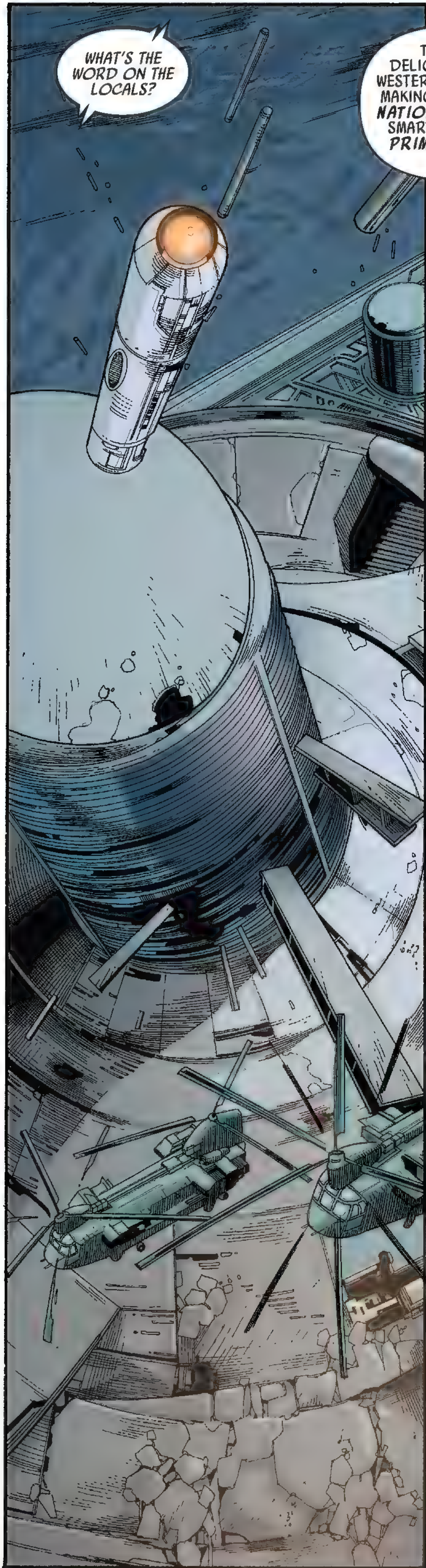
GOOD  
NEWS?

THE TRISKELION, IRAN:

ACTUALLY, IT  
COULD BE A LOT **WORSE**.  
WHEN NORMAN FOSTER  
DESIGNED THIS THING THE PLAN  
WAS ALWAYS TO MAKE IT AS  
MOBILE AS THE **HELI-  
CARRIERS**.

UNFORTUNATELY,  
HE SAID HE RAN OUT  
OF MONEY, BUT AT LEAST  
HE'S GIVEN US SOMETHING  
TO **BUILD ON**.

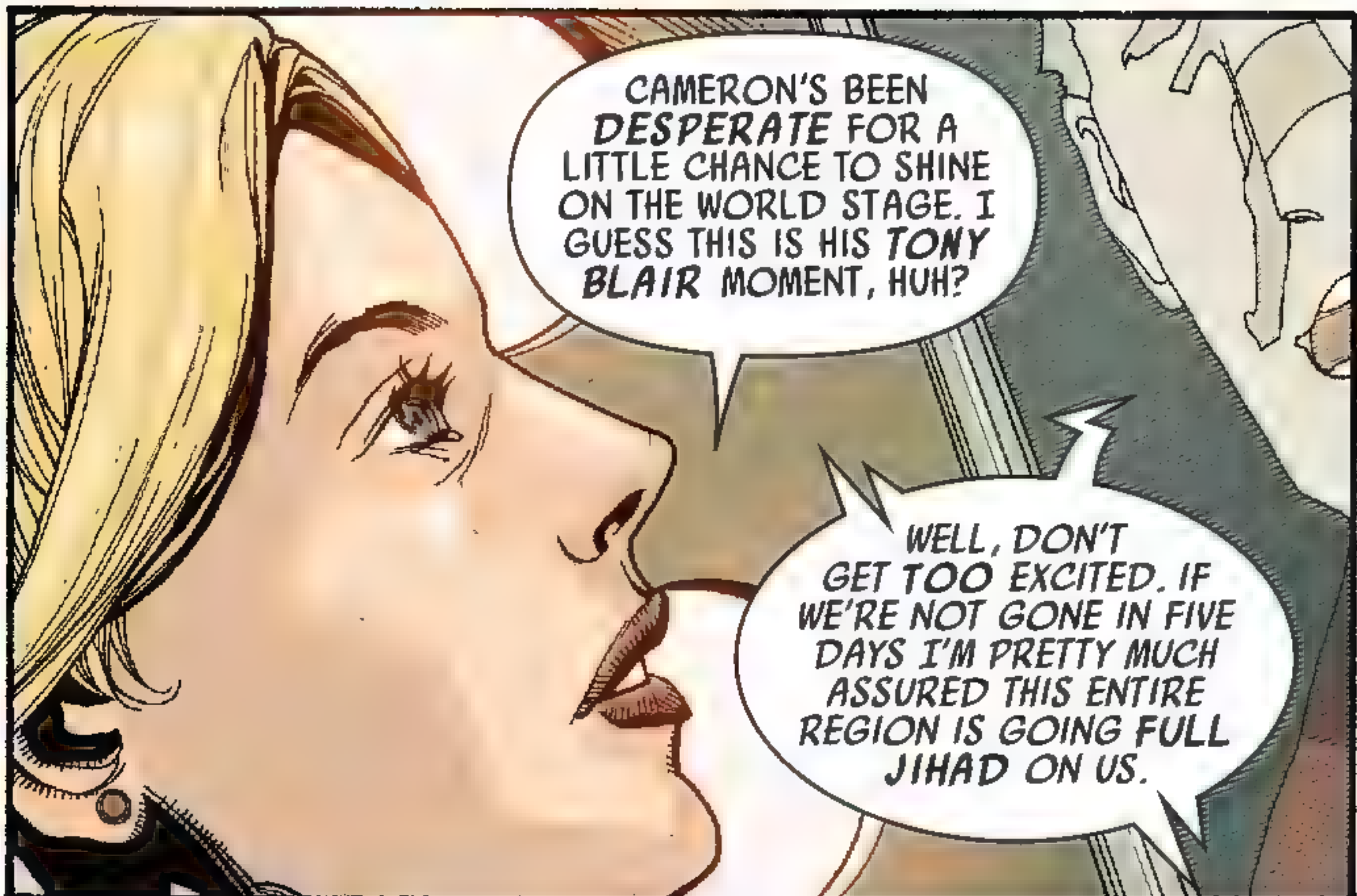




WHAT'S THE  
WORD ON THE  
LOCALS?

THEY AREN'T  
DELIGHTED ABOUT A  
WESTERN PRESENCE, BUT  
MAKING THIS A **UNITED  
NATIONS** ISSUE WAS A  
SMART MOVE ON THE  
**PRIME MINISTER'S**  
PART.

OBVIOUSLY,  
WE'RE STILL IN  
**FOREIGN FLAGS**,  
BUT THE EUROPEAN  
UNION HEROES ARE A  
LOT MORE PALATABLE  
THAN **AMERICAN**  
SUPER-SOLDIERS.



CAMERON'S BEEN  
**DESPERATE** FOR A  
LITTLE CHANCE TO SHINE  
ON THE WORLD STAGE. I  
GUESS THIS IS HIS **TONY  
BLAIR** MOMENT, HUH?

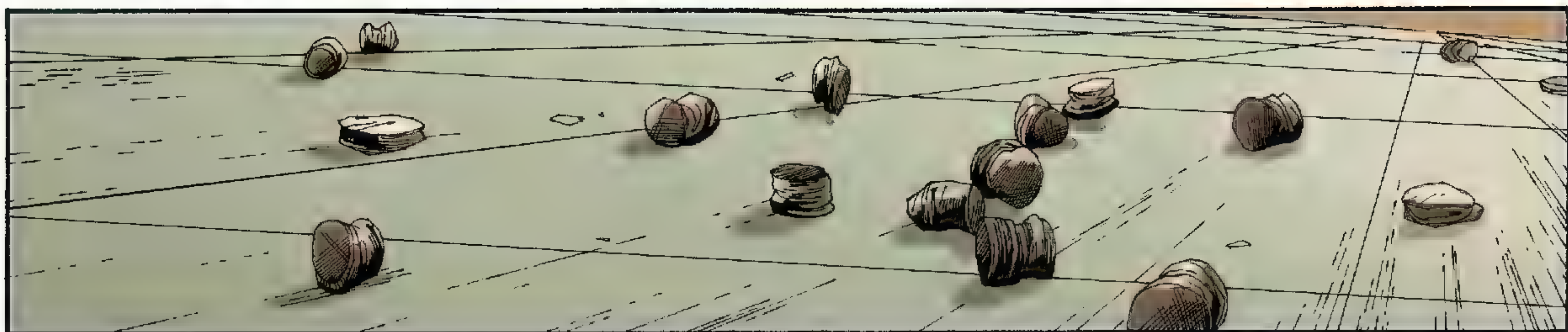
WELL, DON'T  
GET TOO EXCITED. IF  
WE'RE NOT GONE IN FIVE  
DAYS I'M PRETTY MUCH  
ASSURED THIS ENTIRE  
REGION IS GOING FULL  
JIHAD ON US.



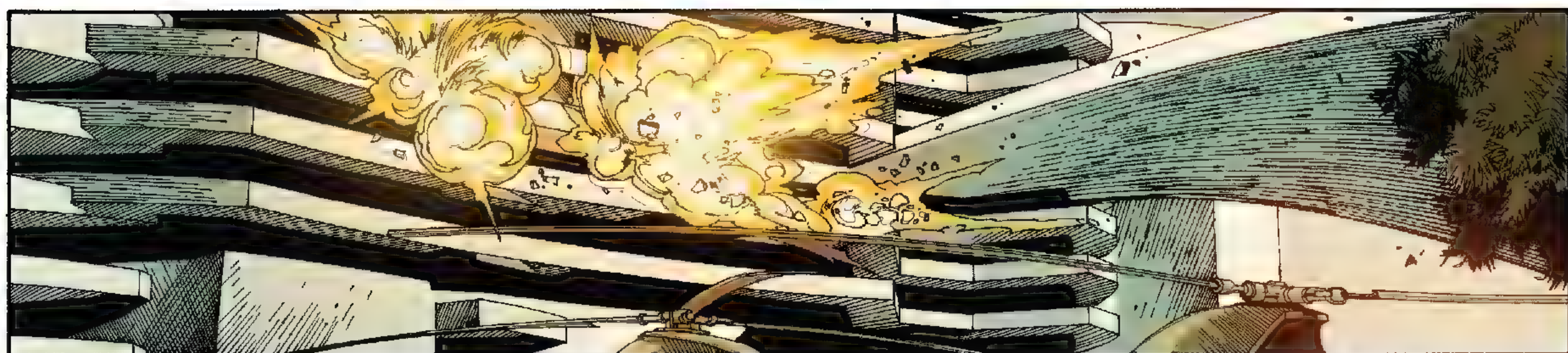
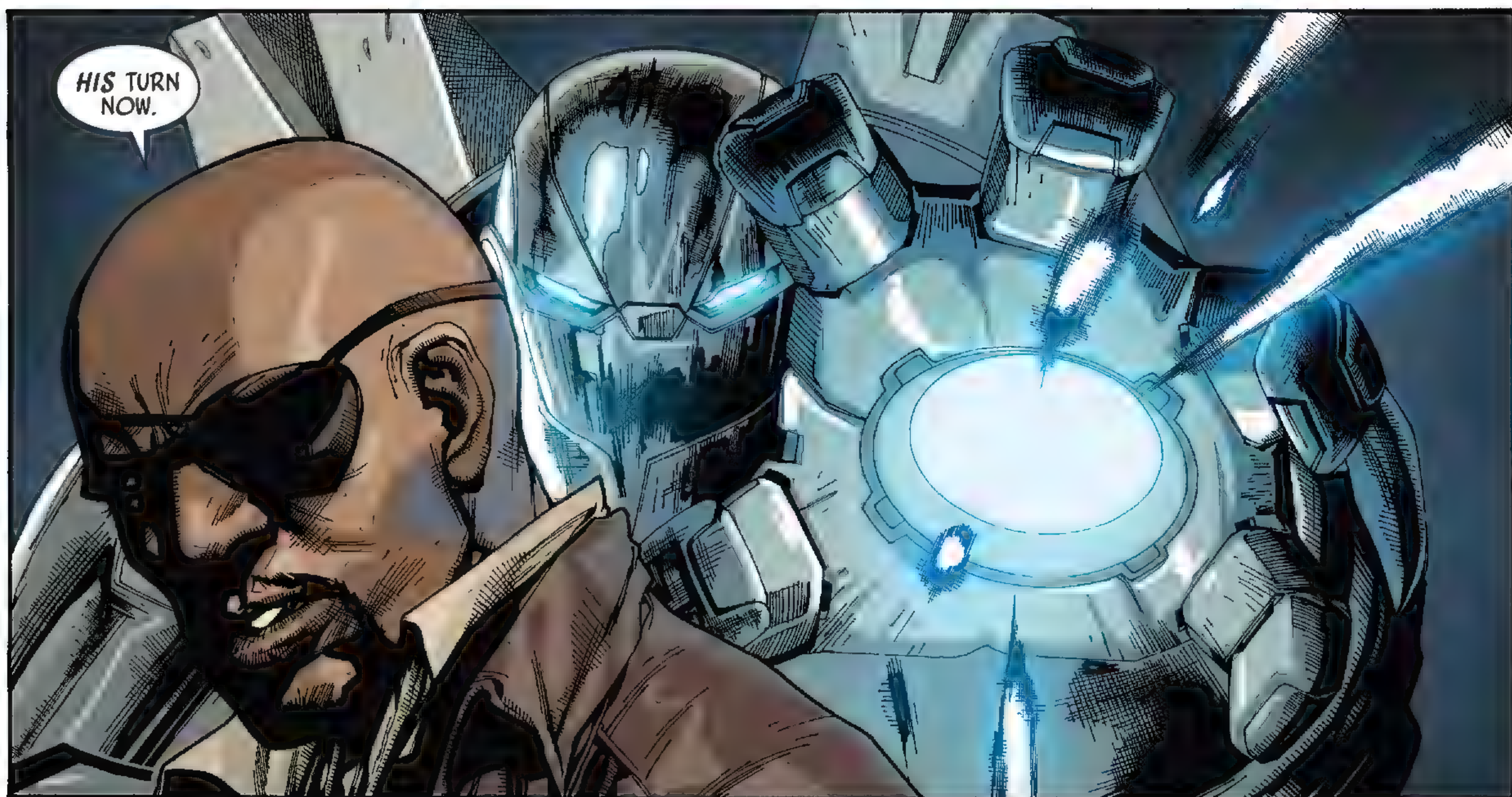
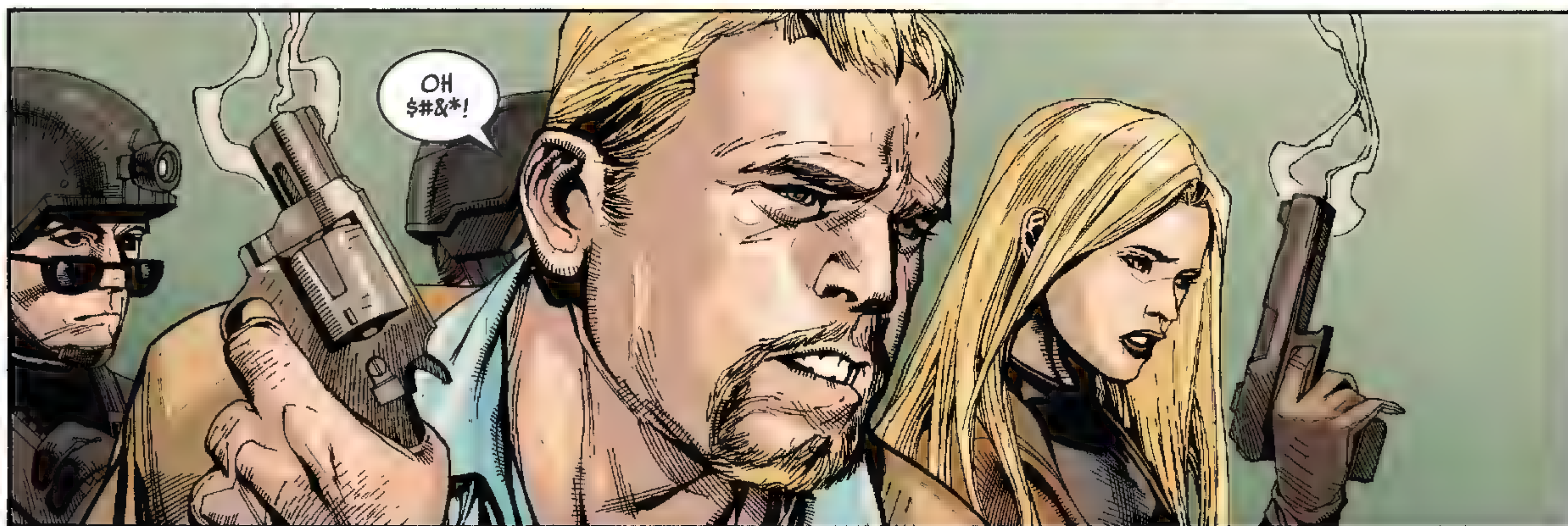
JUST BECAUSE  
YOU DIDN'T HAVE  
**ENOUGH** ON YOUR  
MIND RIGHT NOW.

SUCH ARE  
THE JOYS OF  
RUNNING **S.H.I.E.L.D.**,  
DOCTOR STARK.

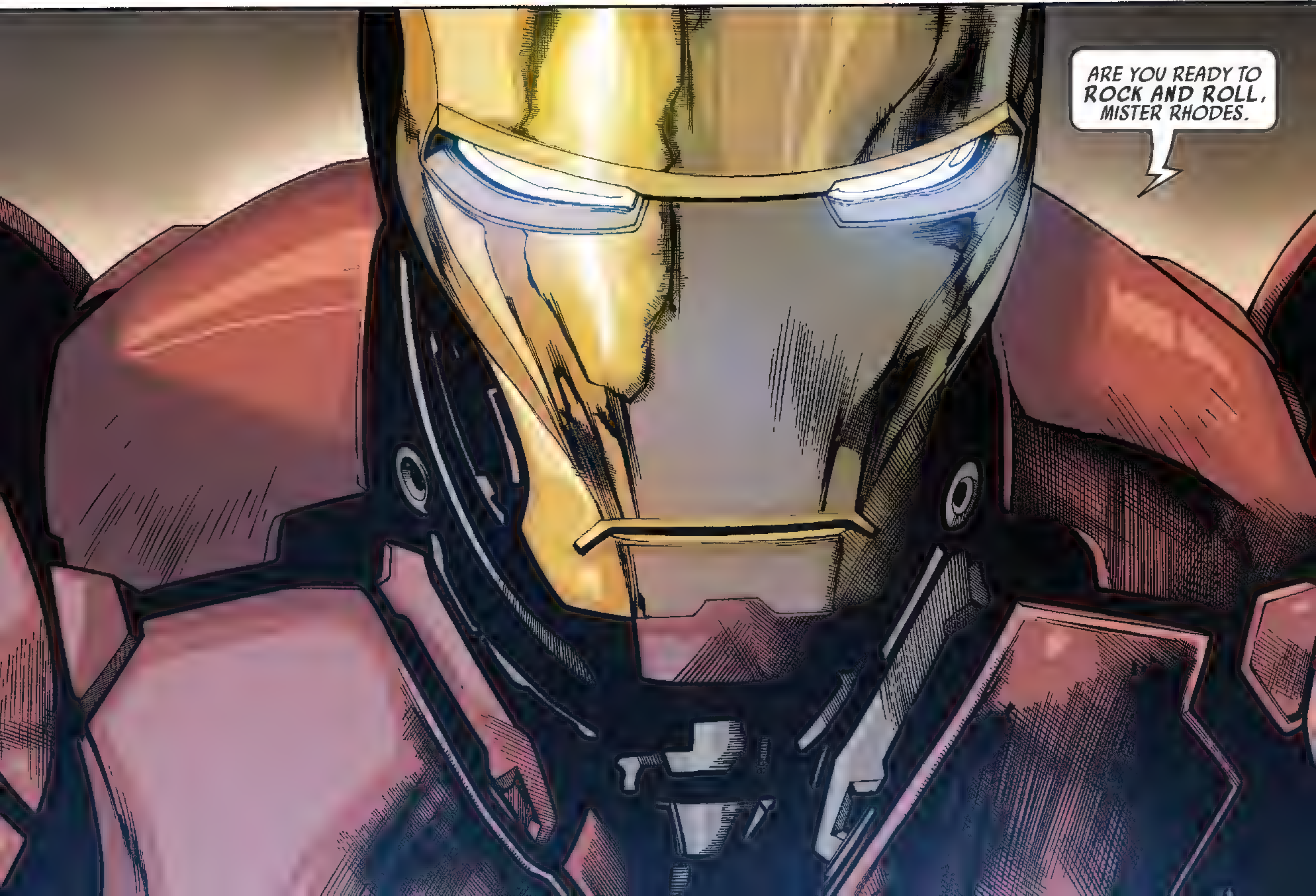
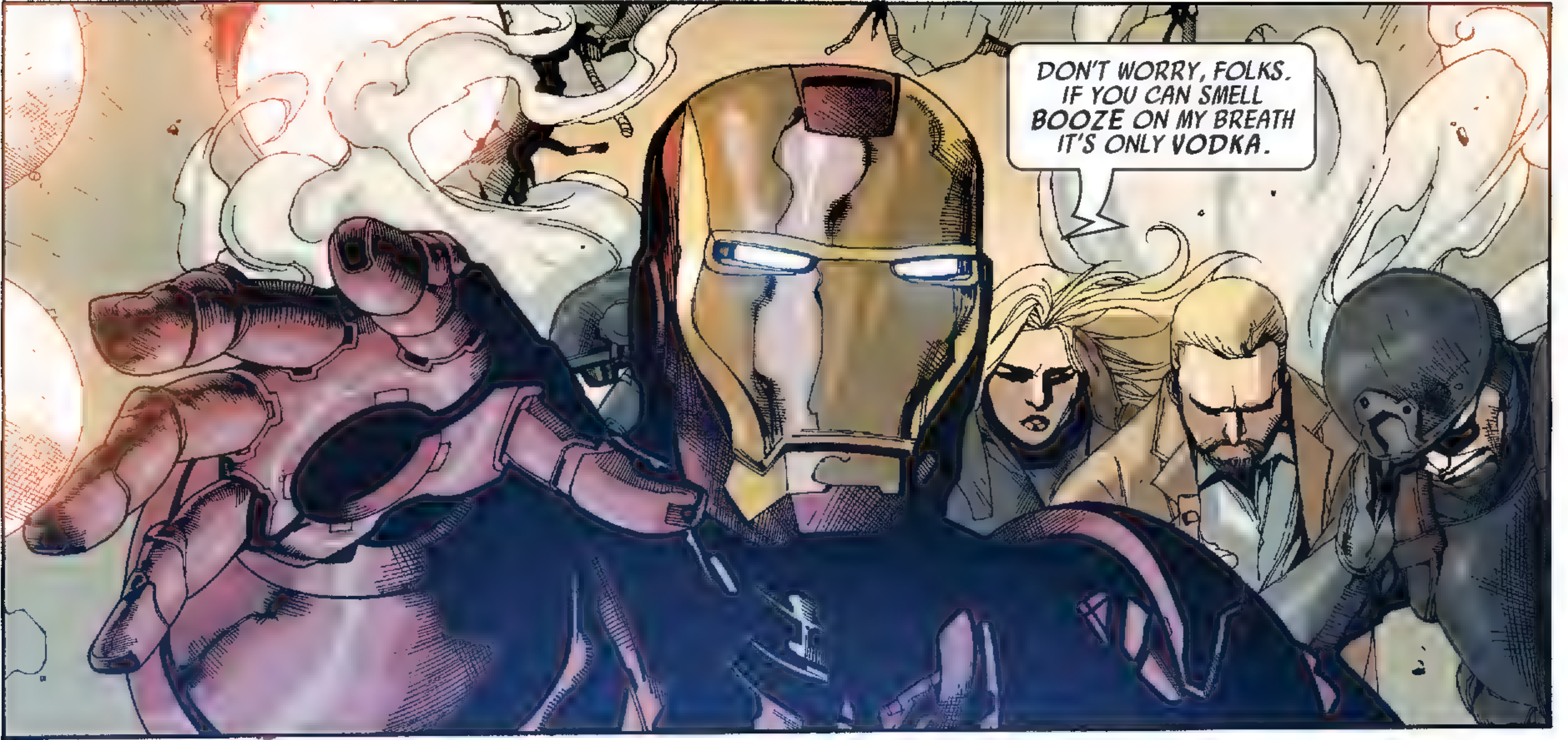
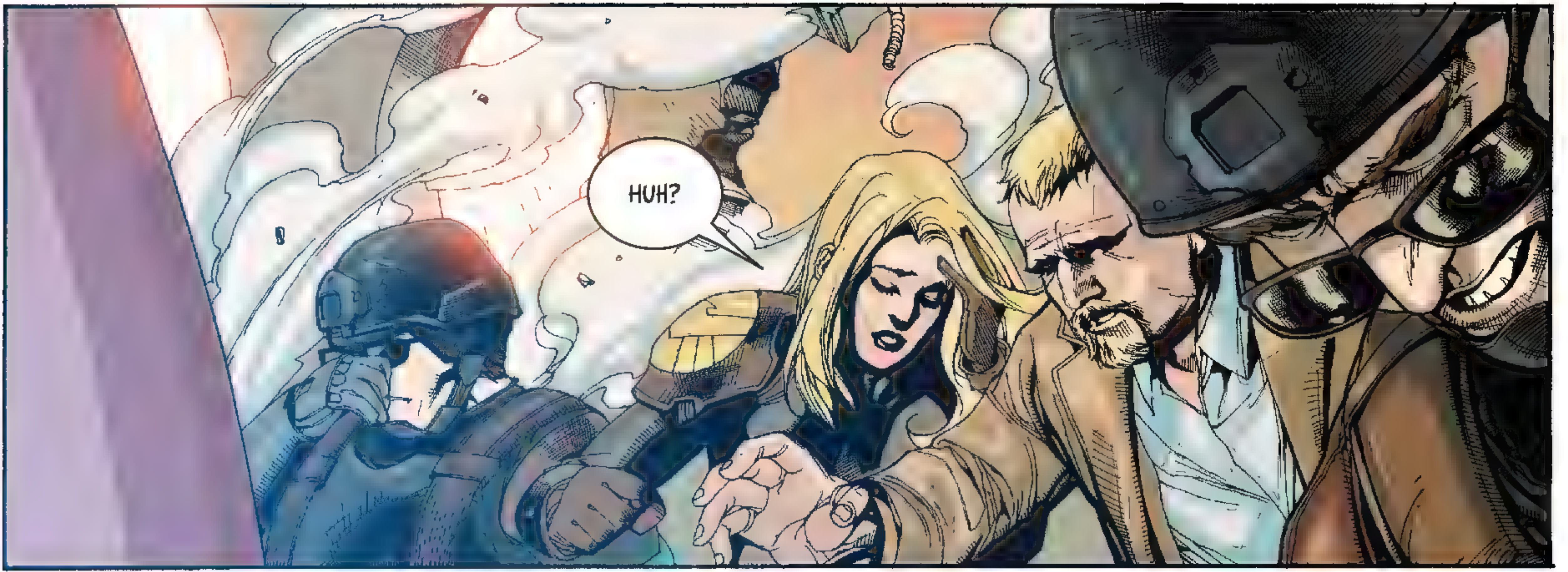




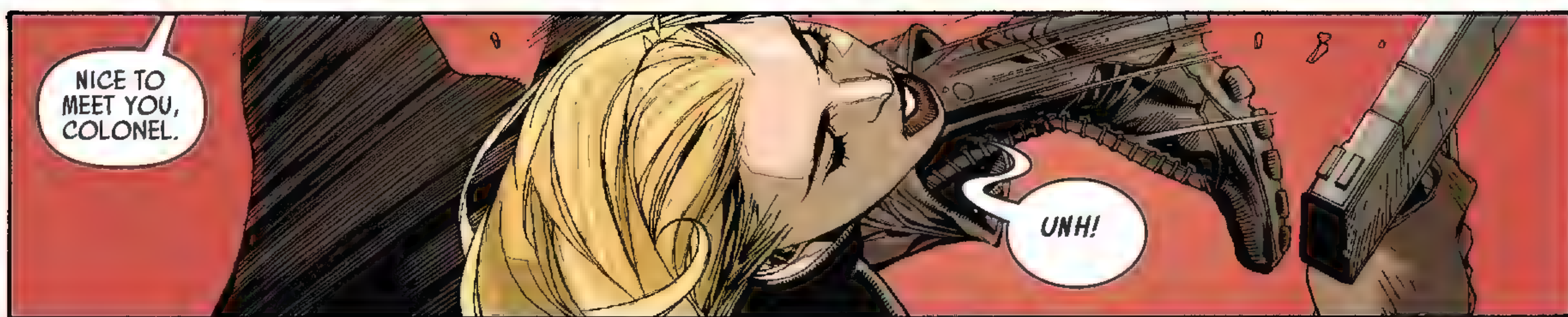
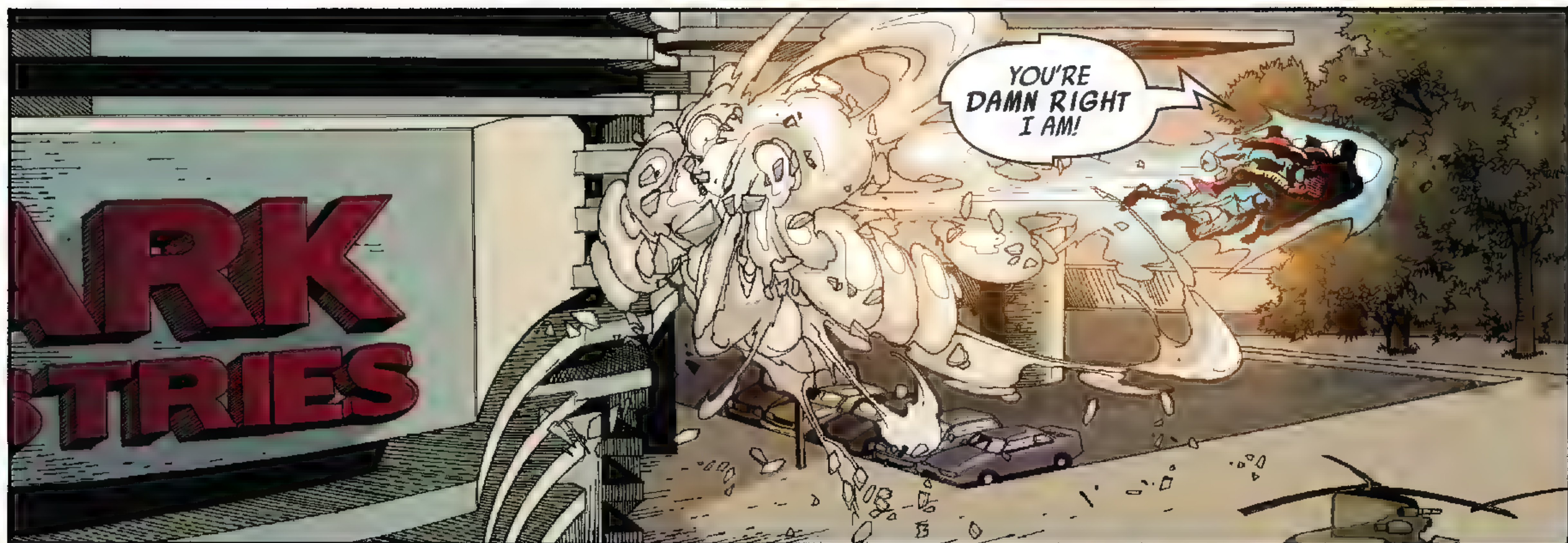












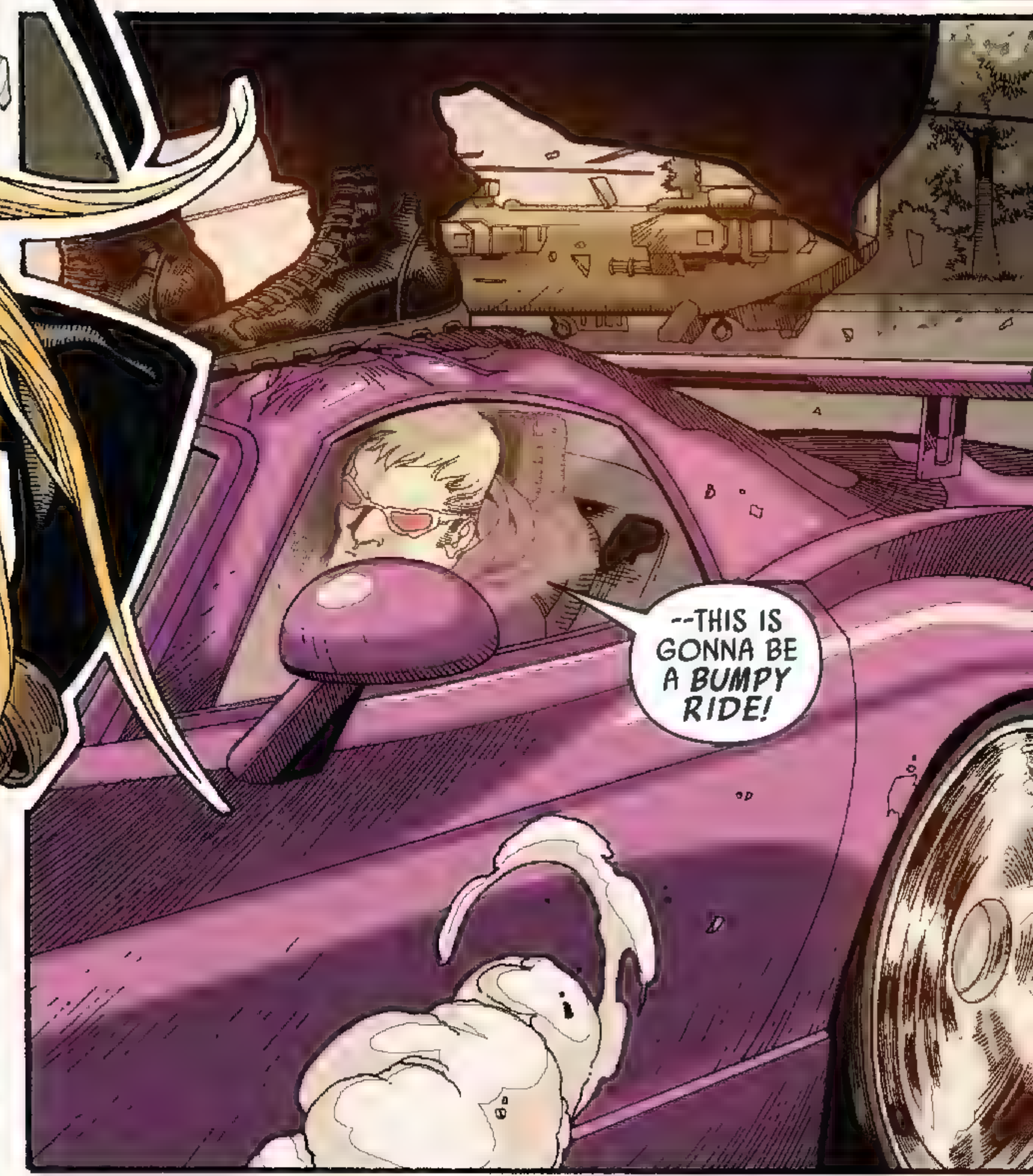




HAWKEYE!



HOLD ON TIGHT, MAN--



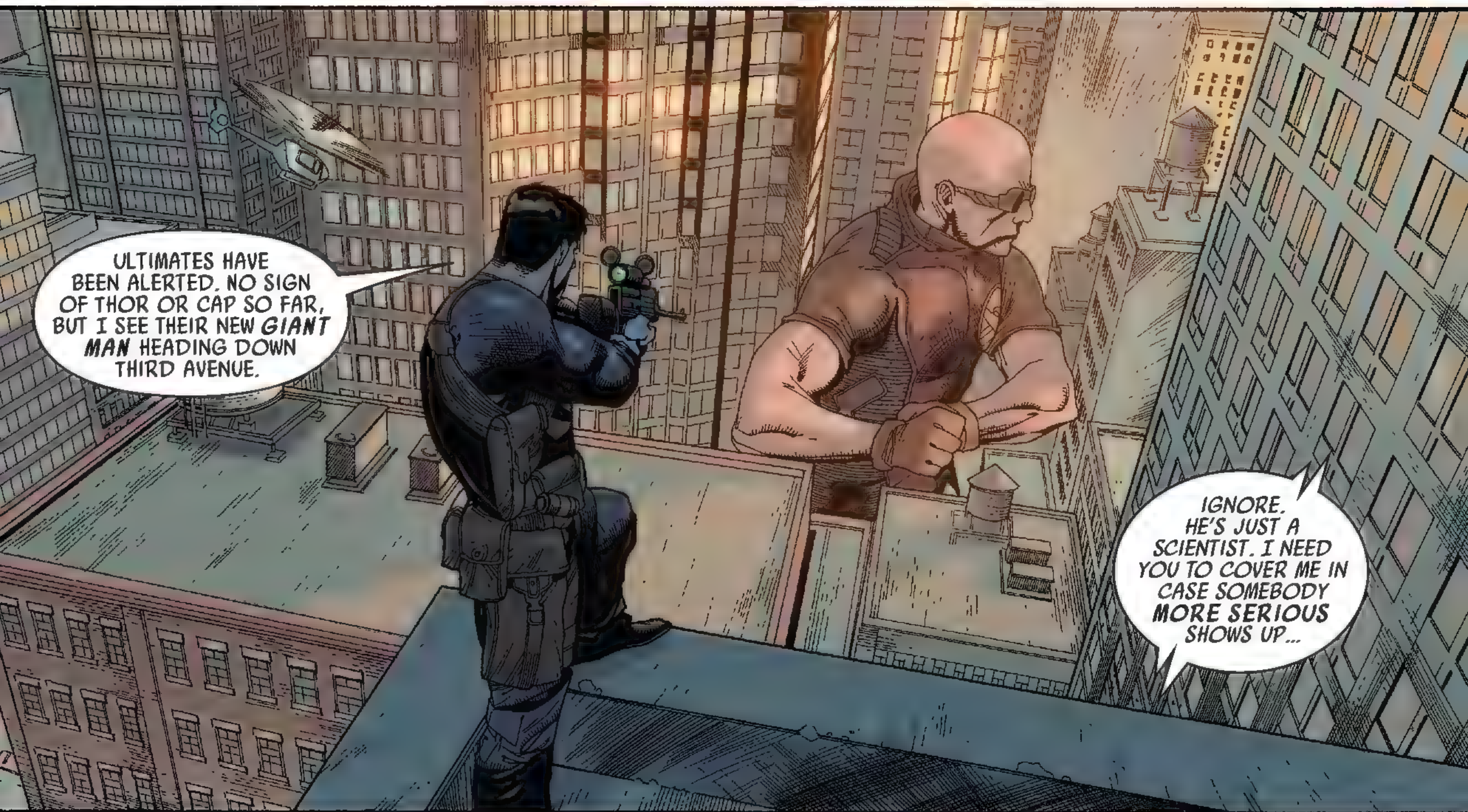
--THIS IS GONNA BE A BUMPY RIDE!



HUFF!  
HUFF! HUFF!  
HUFF!

PUNISHER  
TO FURY: WHAT  
THE HELL'S  
GOING ON?













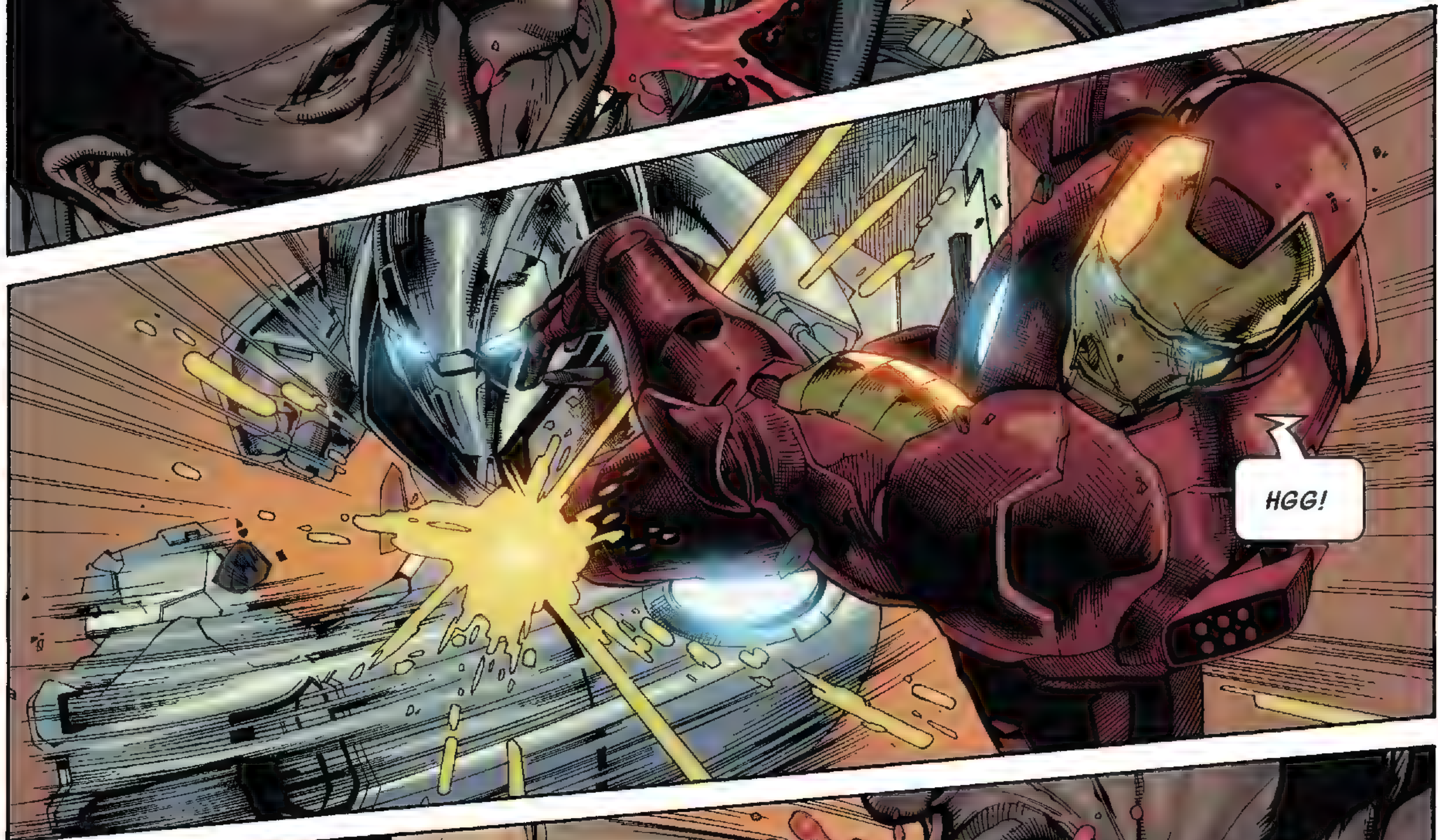




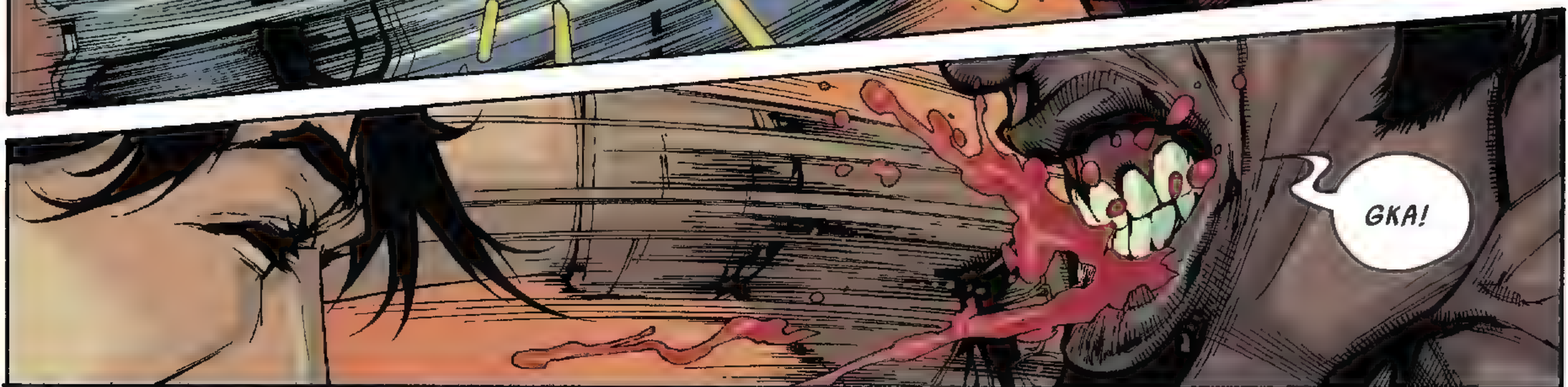
HKKH!



KUHH!

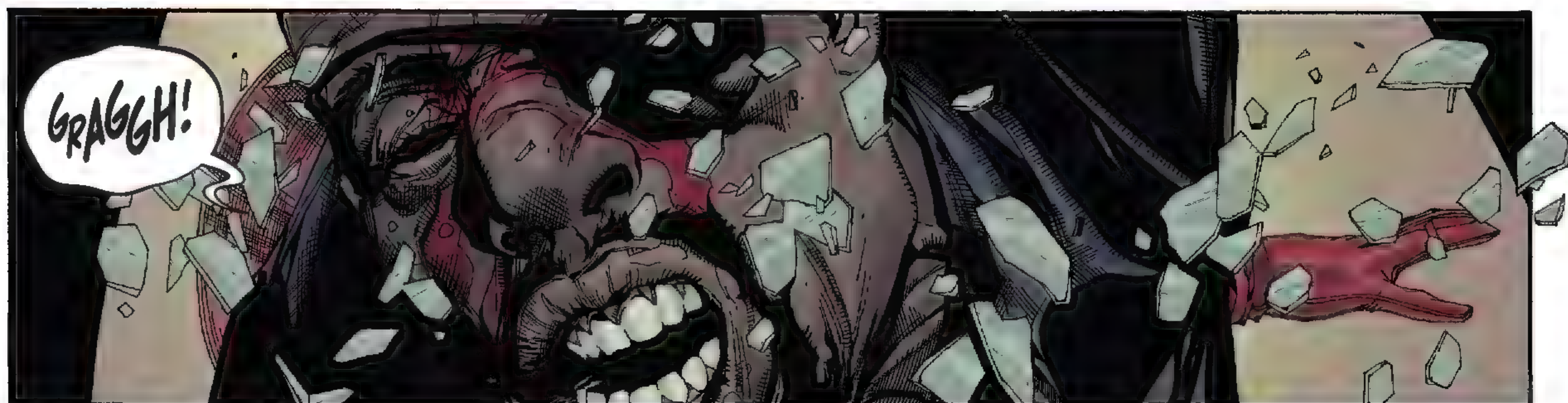
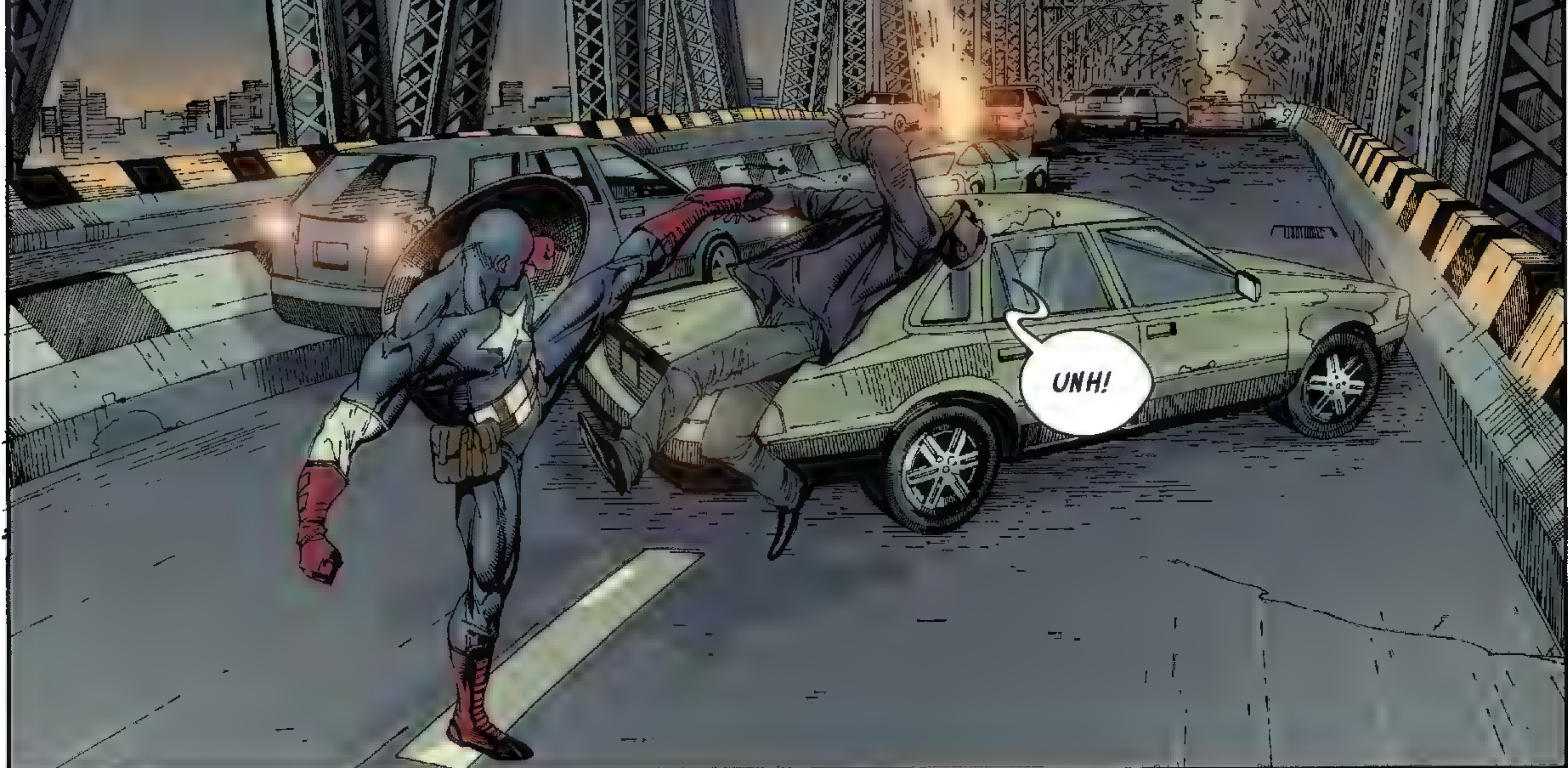


HGG!

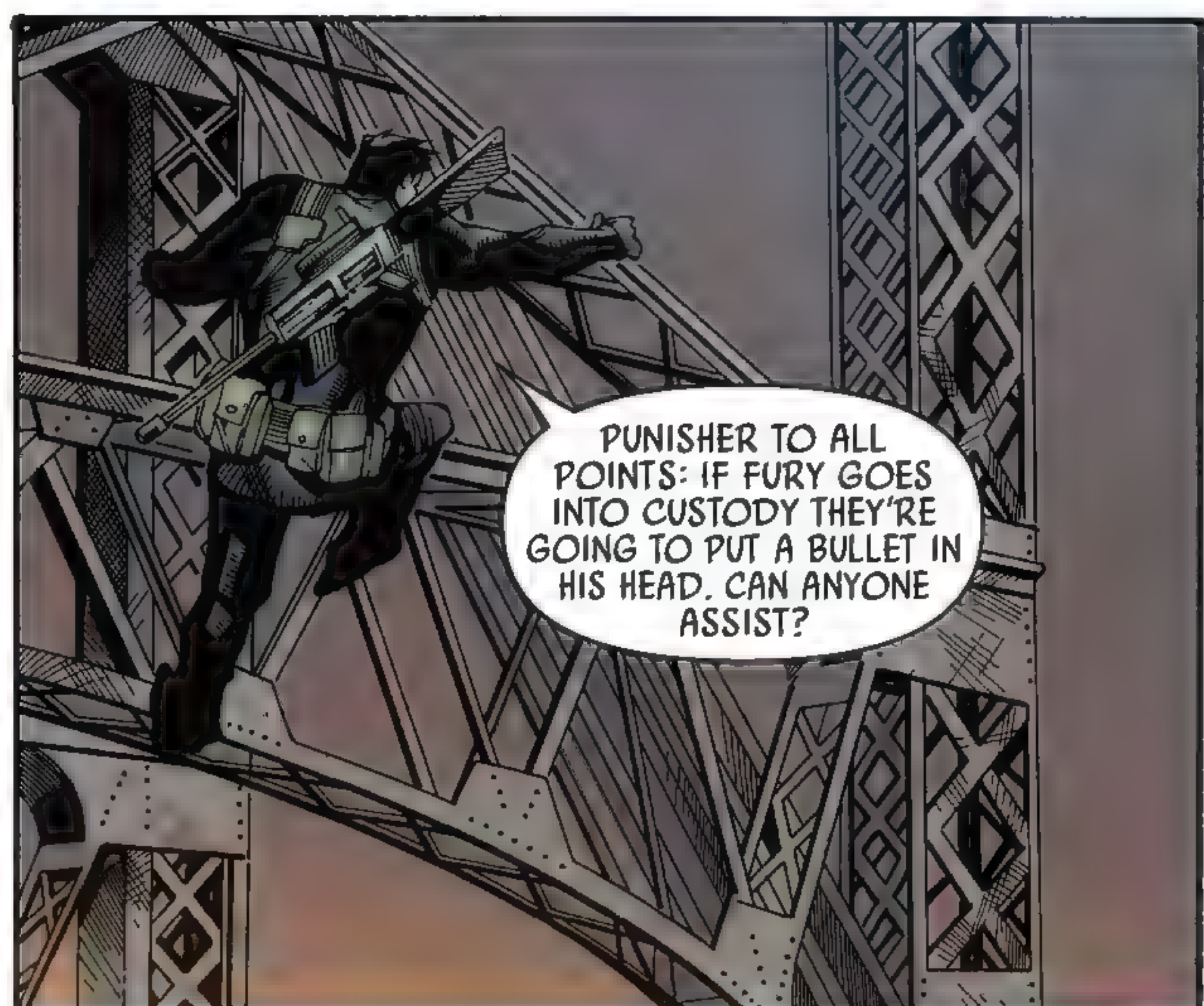
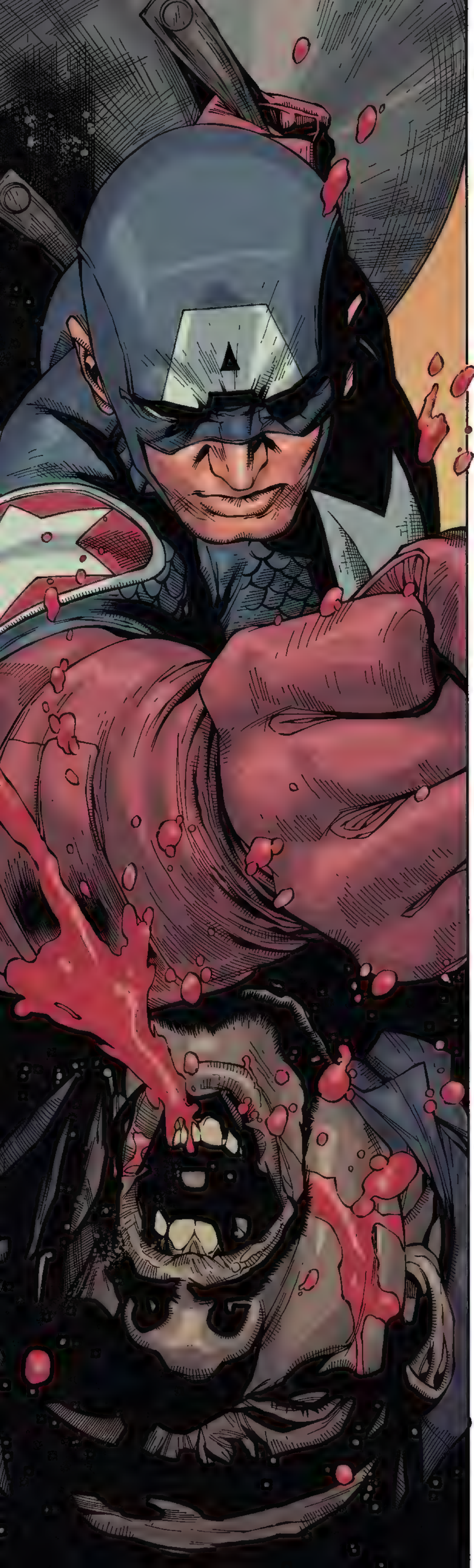


GKA!

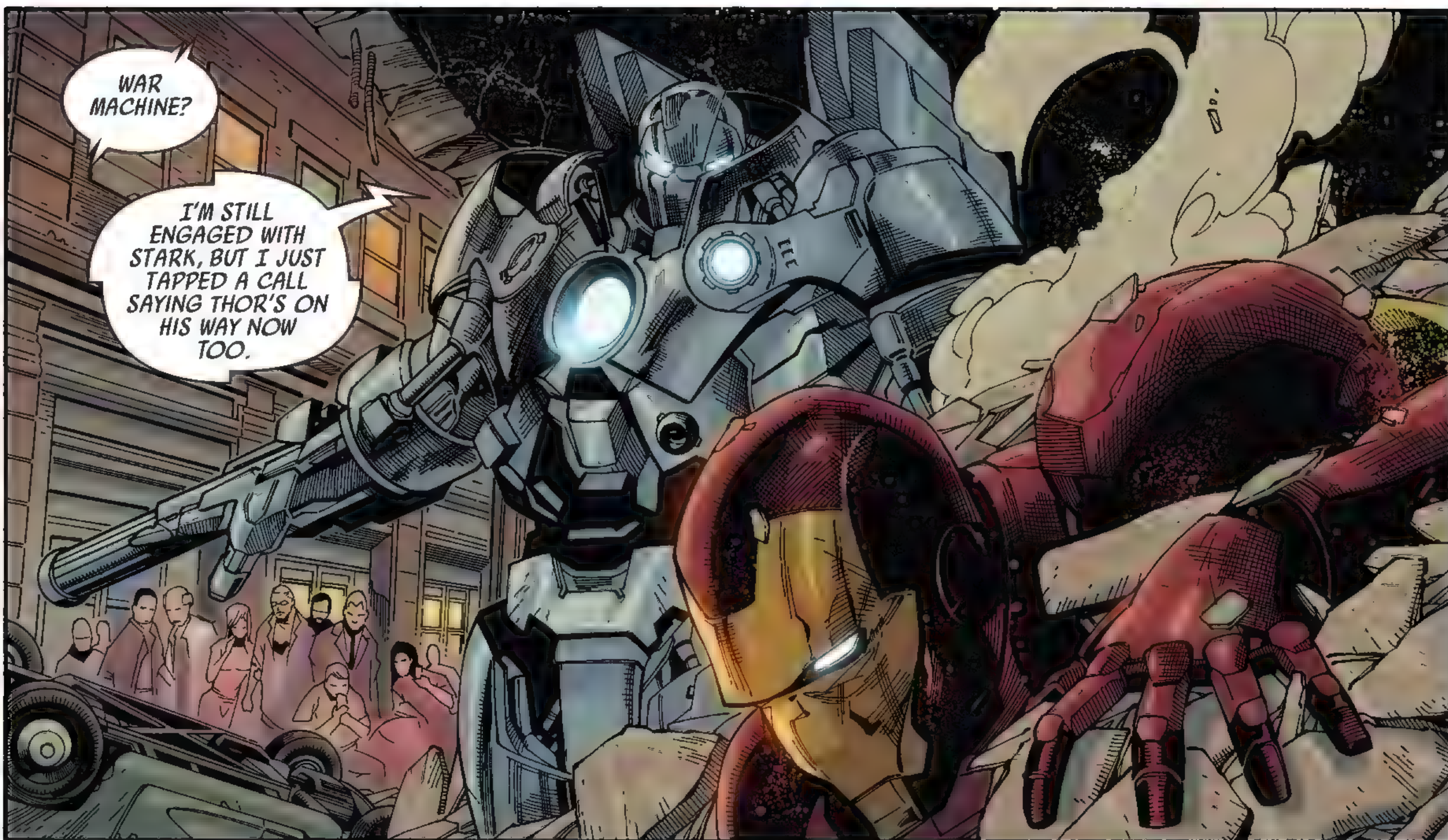
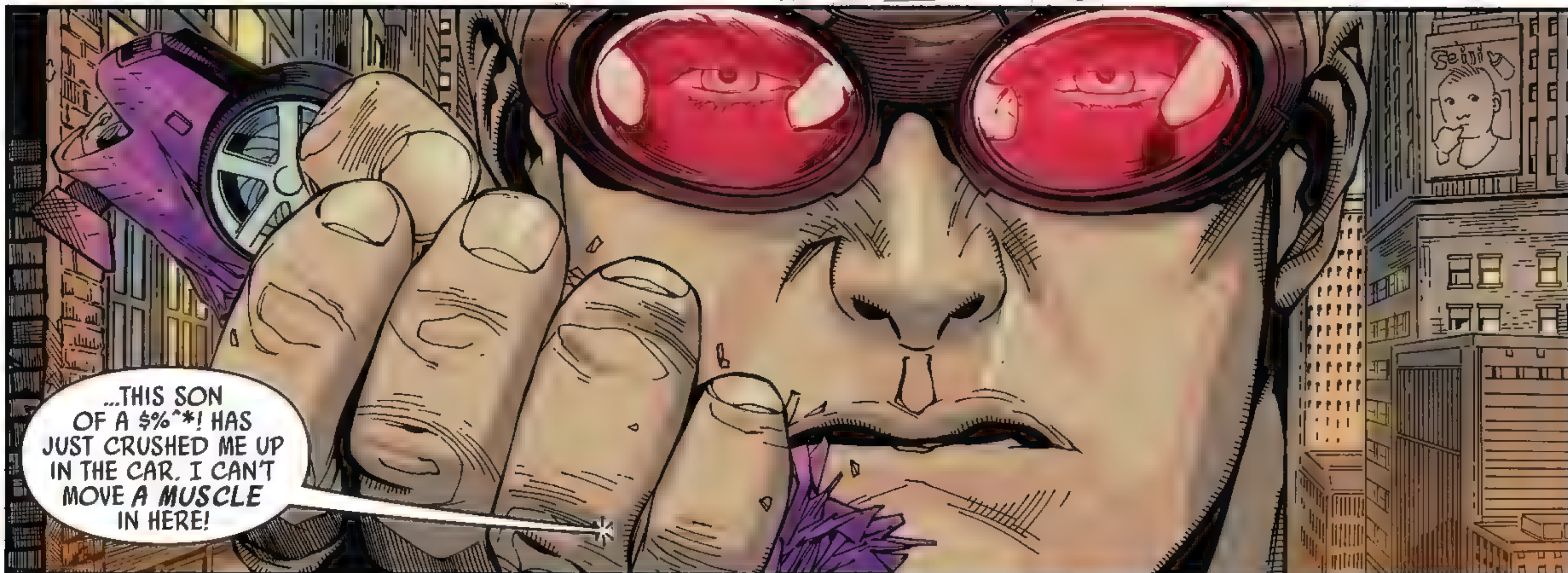
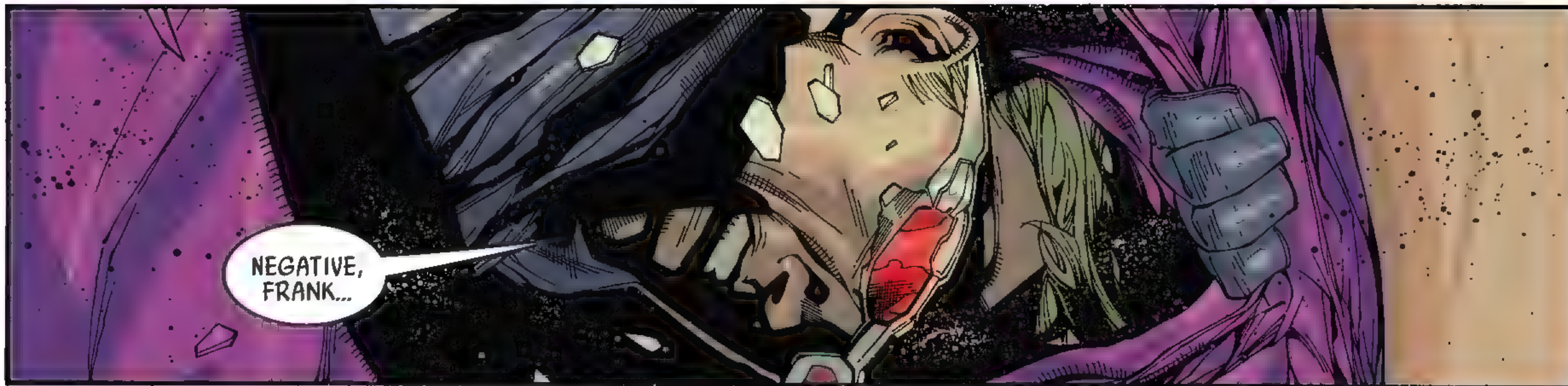




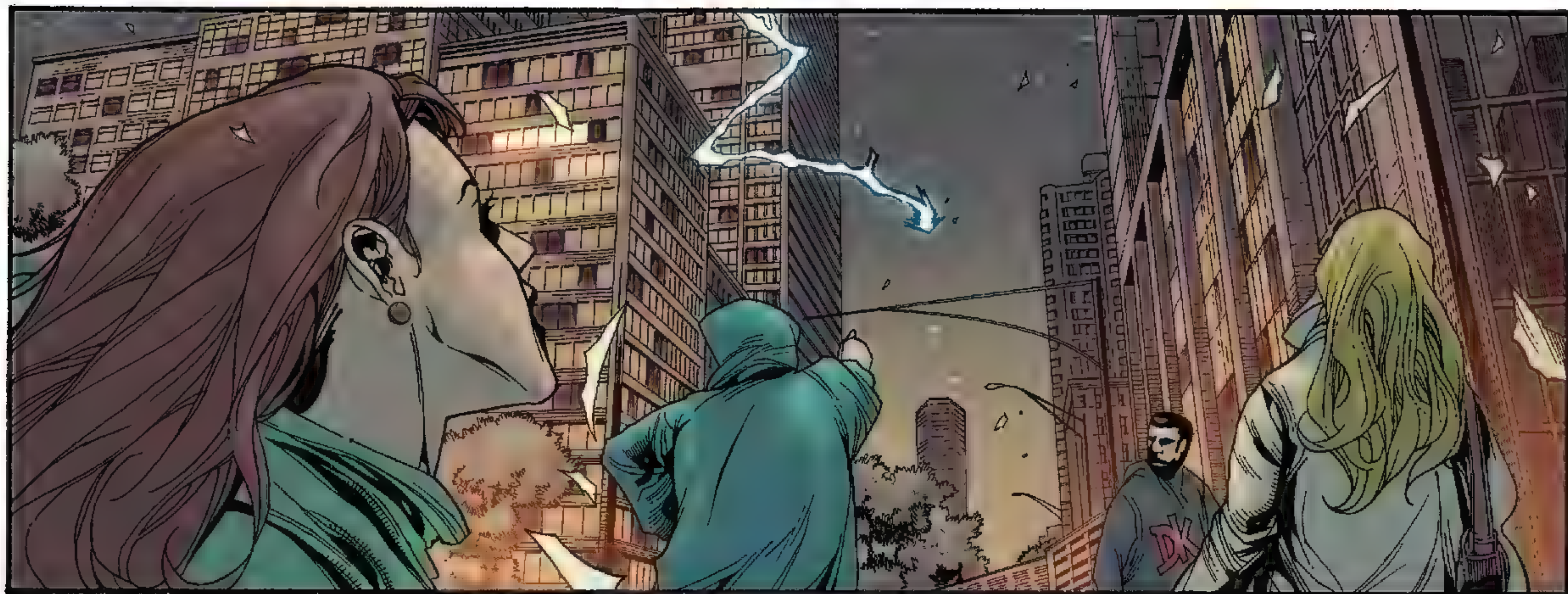




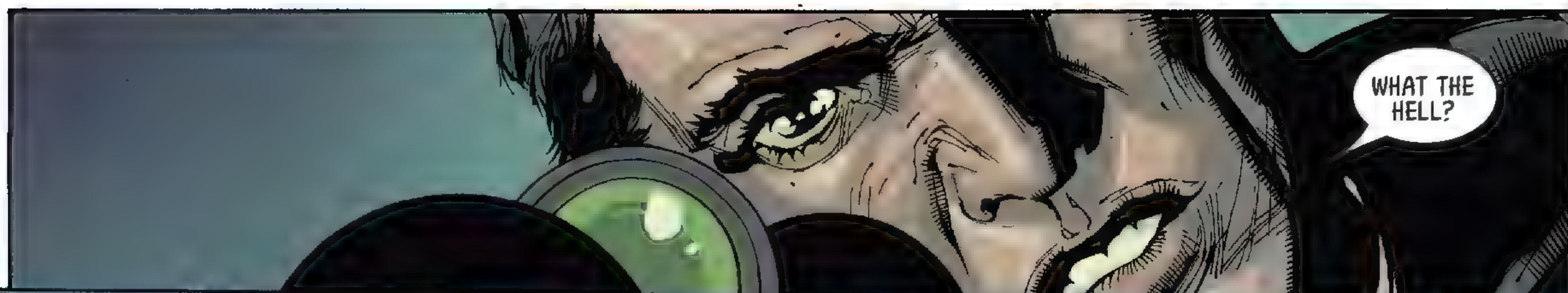
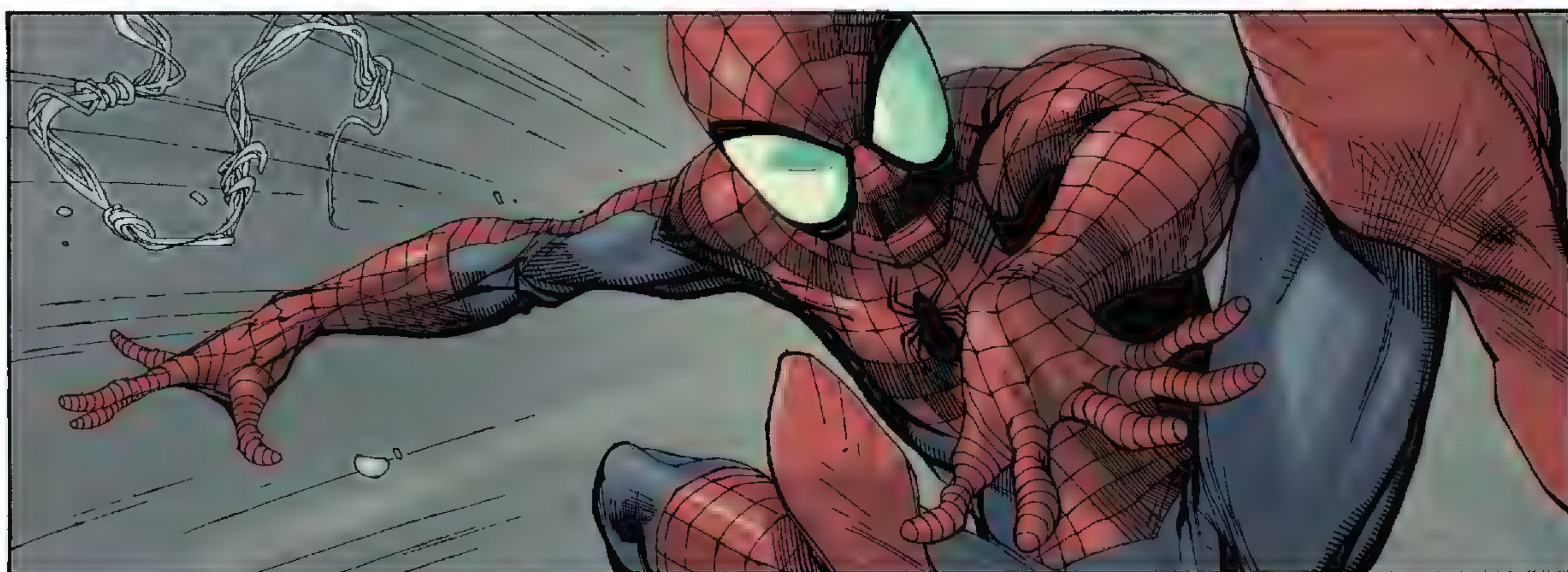
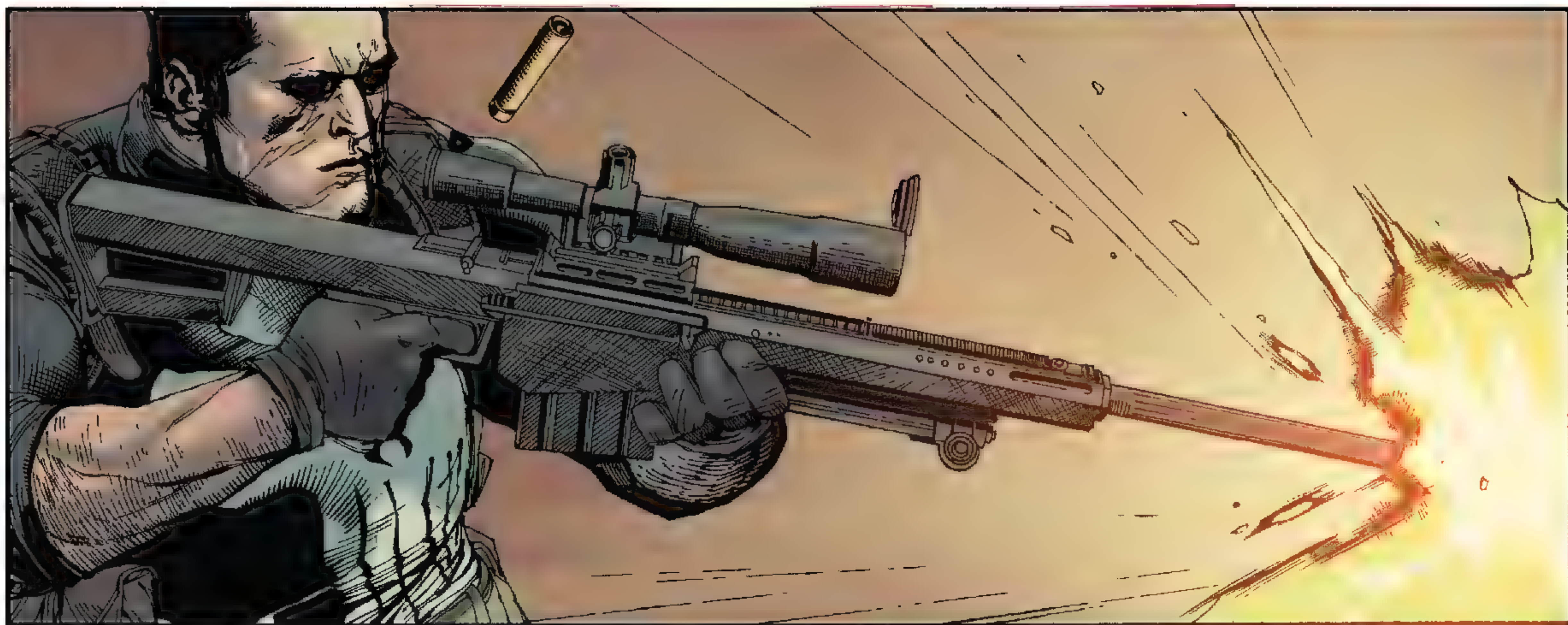
















MY GOD.

SPIDER-MAN!



WHERE THE  
%&\*# DID HE  
COME FROM?!











RELAX,  
CAP. I GOT  
YOU. I...I...



OH, MY  
GOD. HAVE I  
BEEN HIT?

TAKE IT EASY,  
SPIDER-MAN. IT'S  
A CLEAN SHOT.  
YOU'RE GOING TO  
BE FINE.



I'VE GOT MY  
FIRST AID KIT RIGHT  
HERE AND THERE'S A  
**MEDICAL CREW**  
ON THE WAY  
NOW TOO.

PUNISHER, WHAT  
THE HELL?

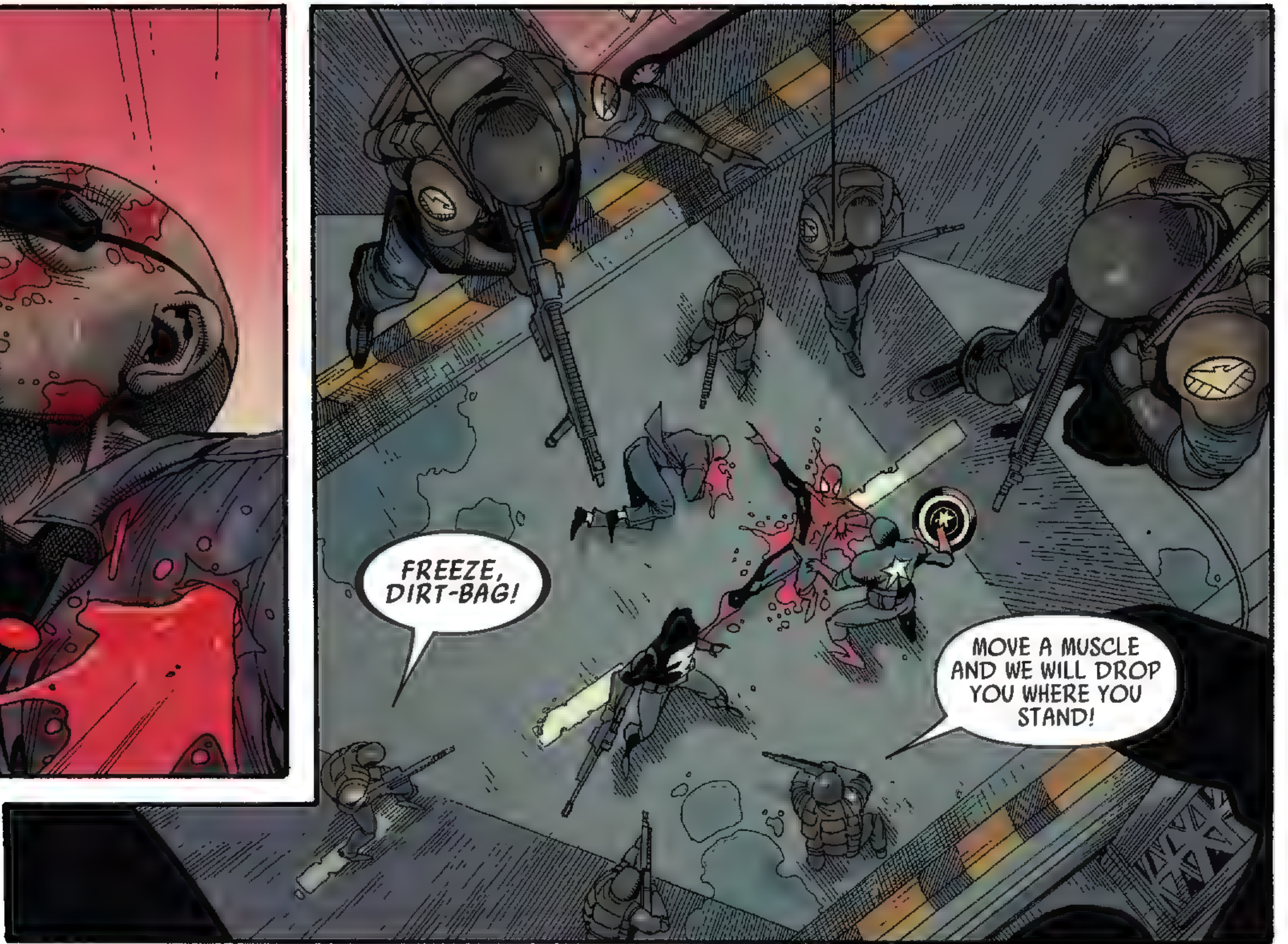
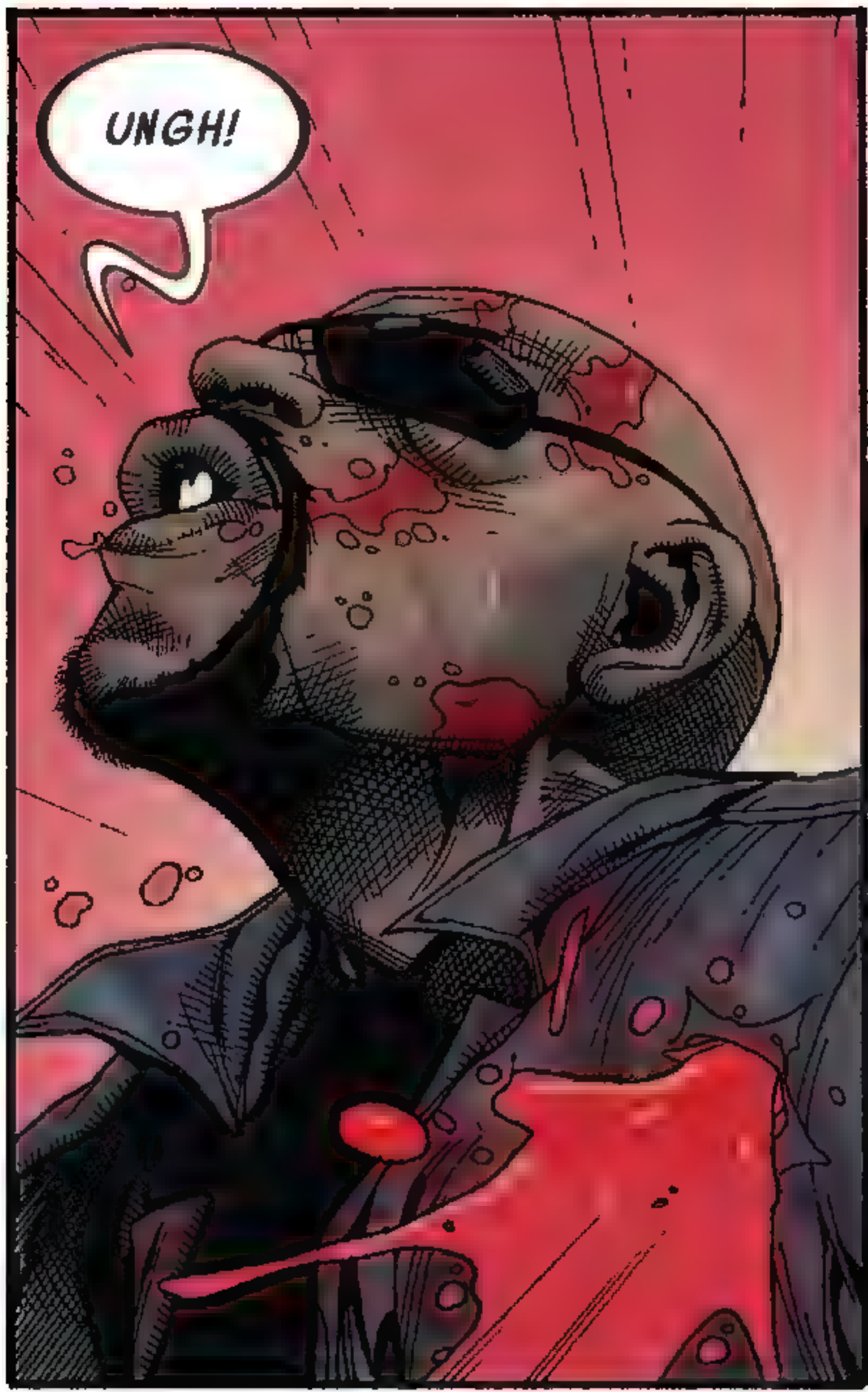
I DIDN'T  
MEAN TO HIT THE  
KID. I WAS AIMING  
FOR CAPTAIN  
AMERICA!



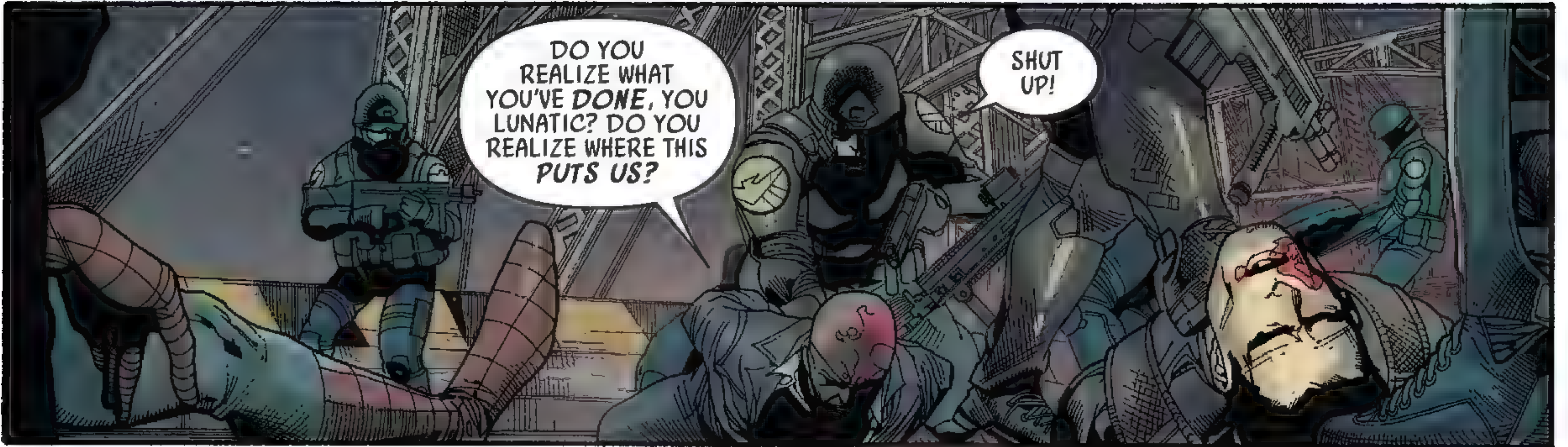
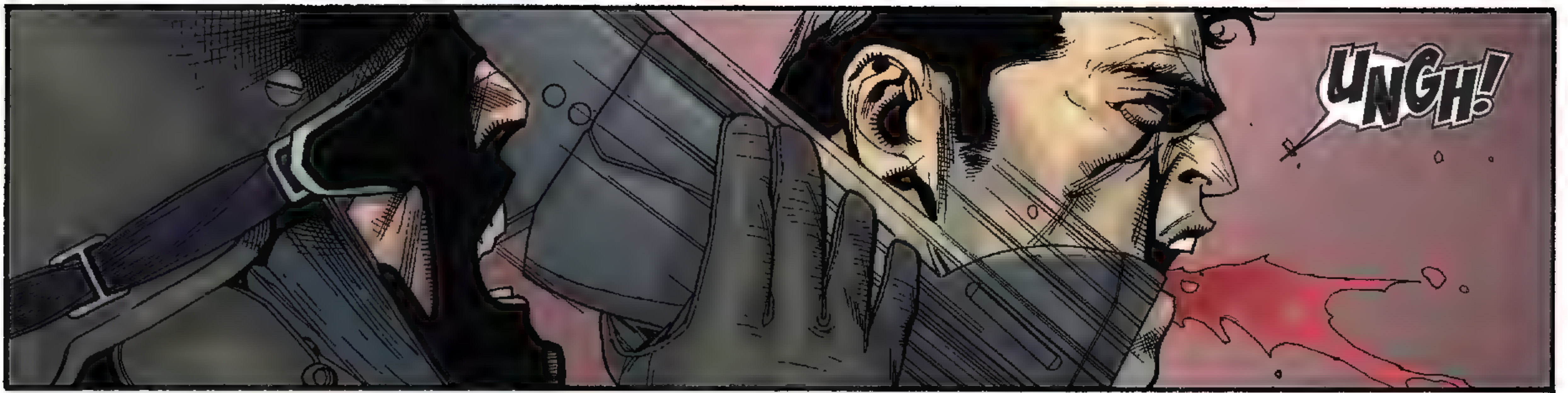
WHAT?

**YOUR KNEE-  
CAPS, I MEAN.**  
IS HE GOING TO BE  
OKAY? IS THERE ANYTHING  
I CAN DO? I'VE GOT  
COMBAT EXPERIENCE  
WITH GUNSHOT  
WOUNDS AND I...









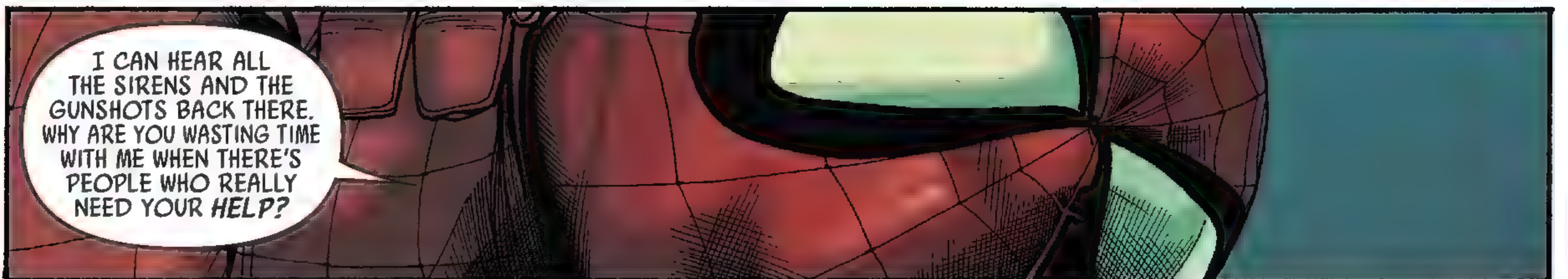
DO YOU  
REALIZE WHAT  
YOU'VE *DONE*, YOU  
LUNATIC? DO YOU  
REALIZE WHERE THIS  
*PUTS US*?

SHUT  
UP!



I TOLD  
YOU NOT TO  
GET INVOLVED  
IN ALL THIS.

CAP, PLEASE.  
I...I'M REALLY NOT  
FEELING TOO GOOD  
RIGHT NOW, MAN.  
DON'T GIVE ME A  
HARD TIME.



I CAN HEAR ALL  
THE SIRENS AND THE  
GUNSHOTS BACK THERE.  
WHY ARE YOU WASTING TIME  
WITH ME WHEN THERE'S  
PEOPLE WHO REALLY  
NEED YOUR *HELP*?



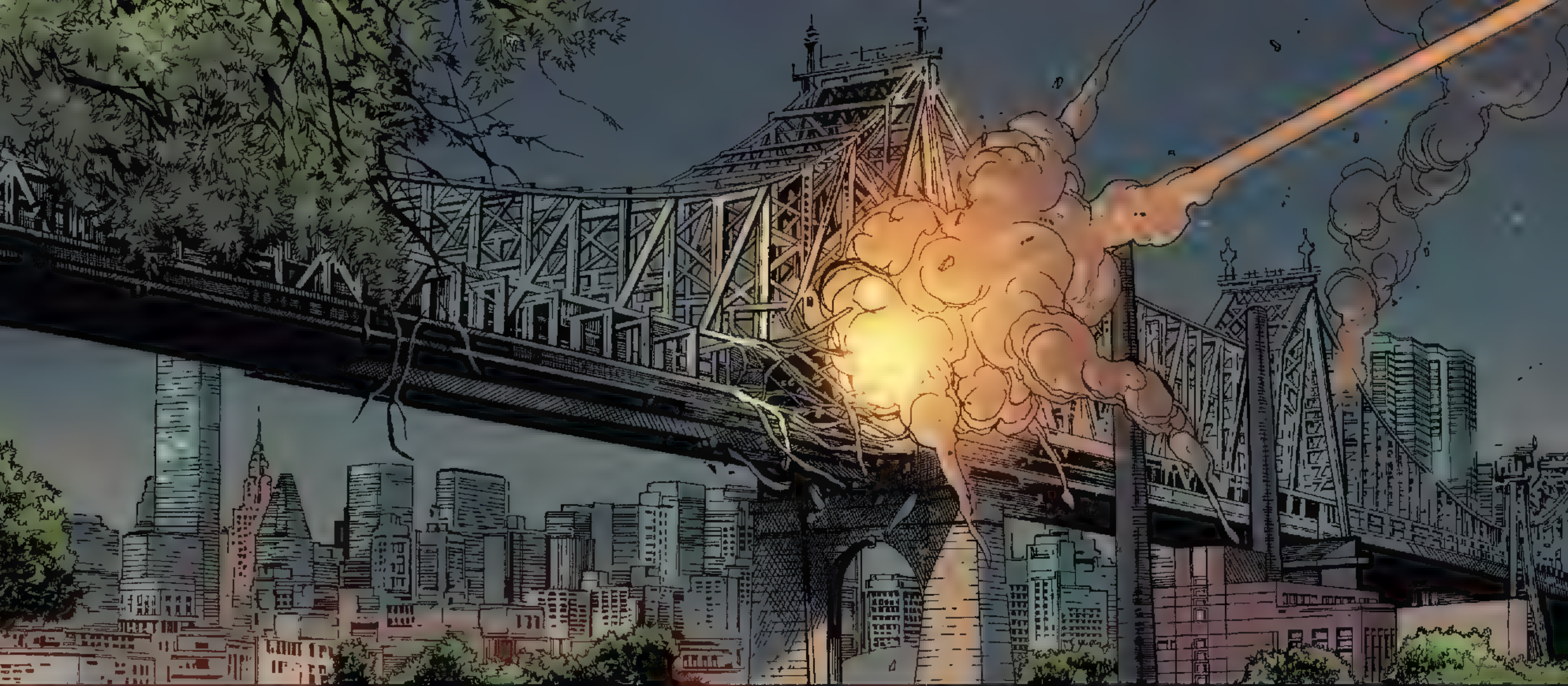
S.H.I.E.L.D.'S GOT  
EVERYTHING UNDER  
CONTROL, SON. BESIDES,  
THOR'S ON HIS WAY NOW  
TOO. WE'LL BE FINE. JUST KEEP  
THIS PRESSED INTO YOUR  
STOMACH AND WE'LL GET  
YOU TO A HOSPITAL AS  
SOON AS POSSIBLE.

OH, MAN. I  
REALLY SCREWED  
UP HERE, DIDN'T I?  
YOU MUST THINK I'M  
SUCH AN *IDIOT*. HOW  
COULD I BE SO  
STUPID?

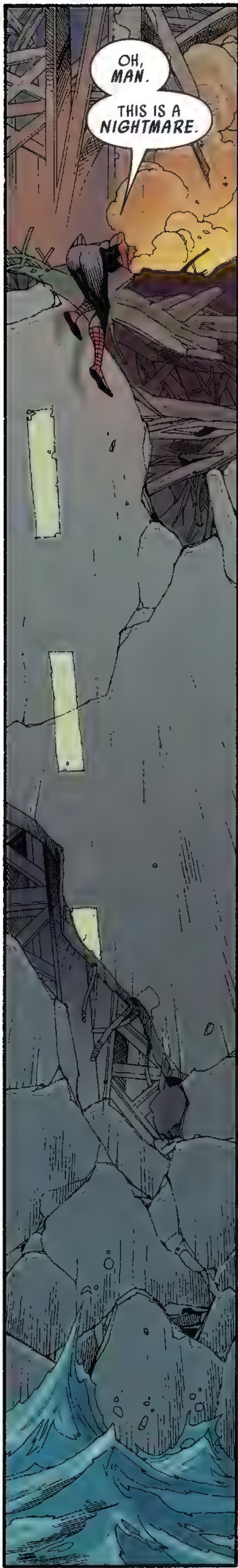






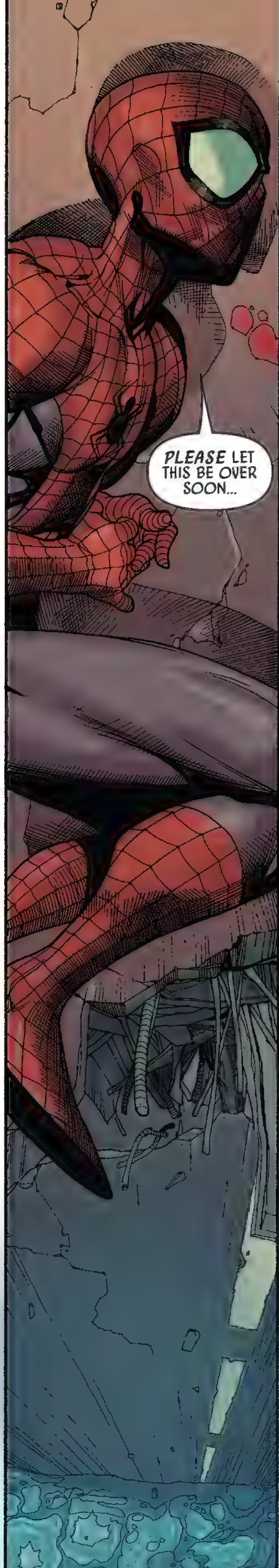




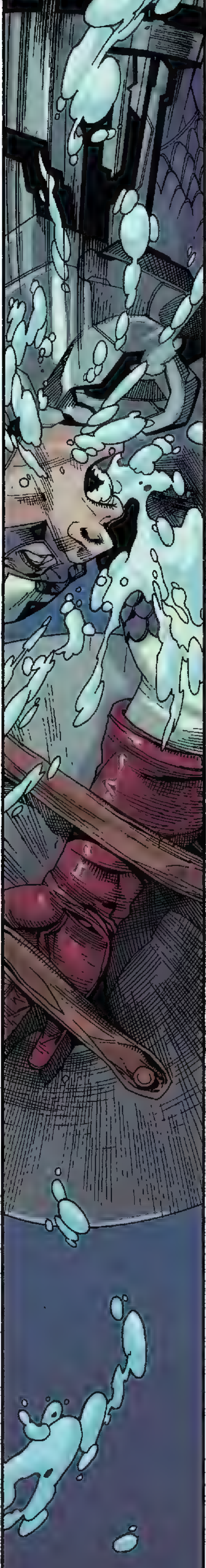


OH,  
MAN.

THIS IS A  
NIGHTMARE.



PLEASE LET  
THIS BE OVER  
SOON...









MIDTOWN MANHATTAN:

NGH!

SHE'S DOWN!  
BLADE'S JUST  
TAKEN OUT BLACK  
WIDOW!



HE'S OFF AGAIN.  
RUNNING DOWN, UH,  
SIXTIETH AND THIRD.  
BUT HE'S GOING FOR THE  
MOST CONGESTED AREAS.  
PURSUIT IS IMPOSSIBLE  
AT ANY KIND OF  
SPEED...

OUT  
OF THE  
WAY!

FOR GOD'S  
SAKE! WATCH OUT  
FOR HIS FEET!



WHAT UNITS  
ARE IN THE AREA?  
I'M SEEING LOTS OF  
CHOPPERS, BUT NOTHING  
ON THE GROUND. WE'RE  
GOING TO LOSE HIM IF  
YOU DON'T GET  
SOMEONE DOWN  
HERE!

RELAX, SCOTT. I CAN  
HIT MACH THREE IN  
THIS THING. HE ISN'T  
GOING ANYWHERE!

IRON  
MAN!





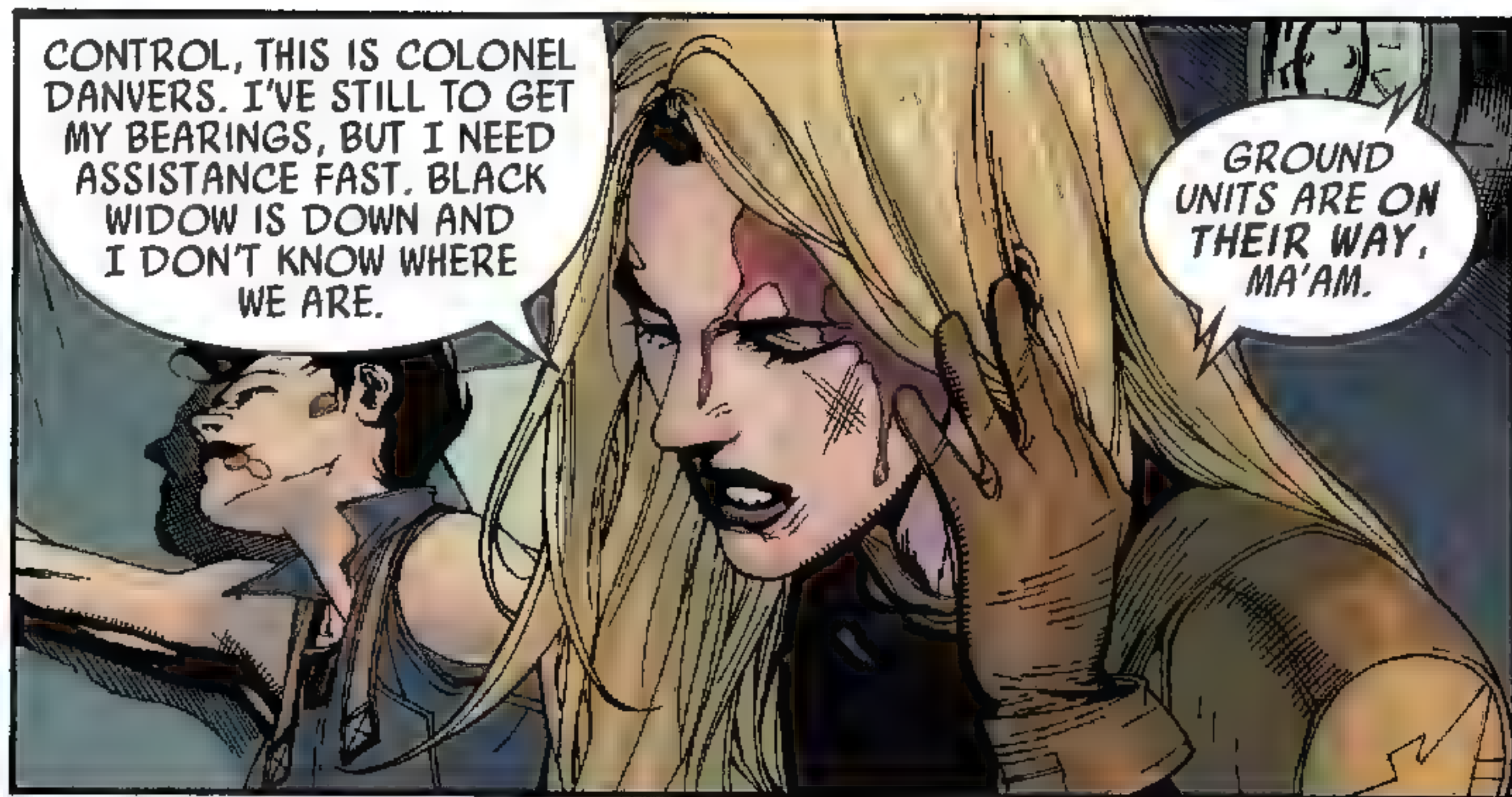
OH, MY GOD. I THOUGHT BLADE WAS SUPPOSED TO BE SUPER-POWERED. I DIDN'T REALIZE HE COULD GET HURT THIS EASILY.

WE'RE GOING TO NEED SOME MEDICS, CONTROL. I THINK I'VE MESSED HIM UP PRETTY BAD.



CONTROL, THIS IS COLONEL DANVERS. I'VE STILL TO GET MY BEARINGS, BUT I NEED ASSISTANCE FAST. BLACK WIDOW IS DOWN AND I DON'T KNOW WHERE WE ARE.

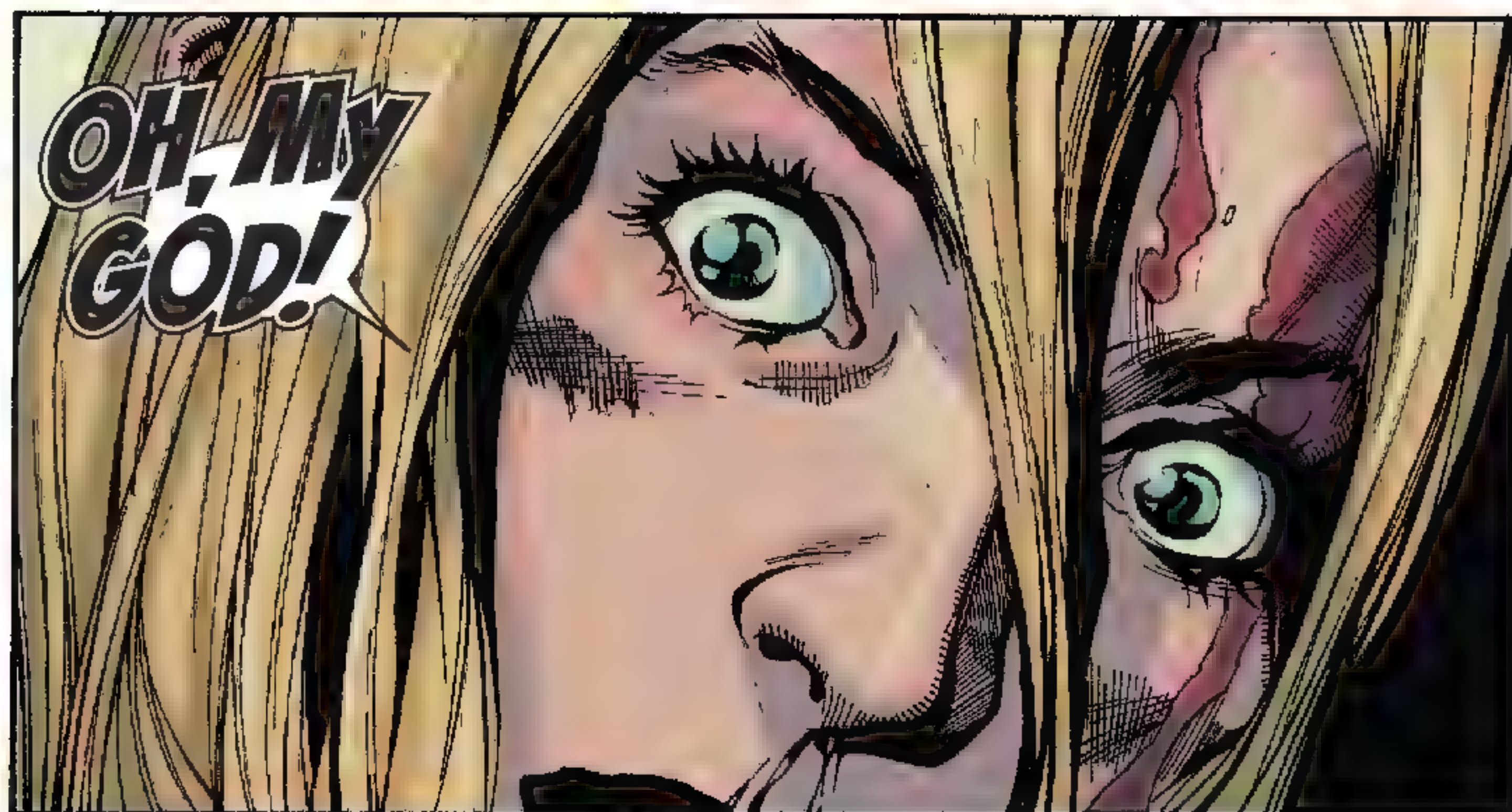
GROUND UNITS ARE ON THEIR WAY, MA'AM.



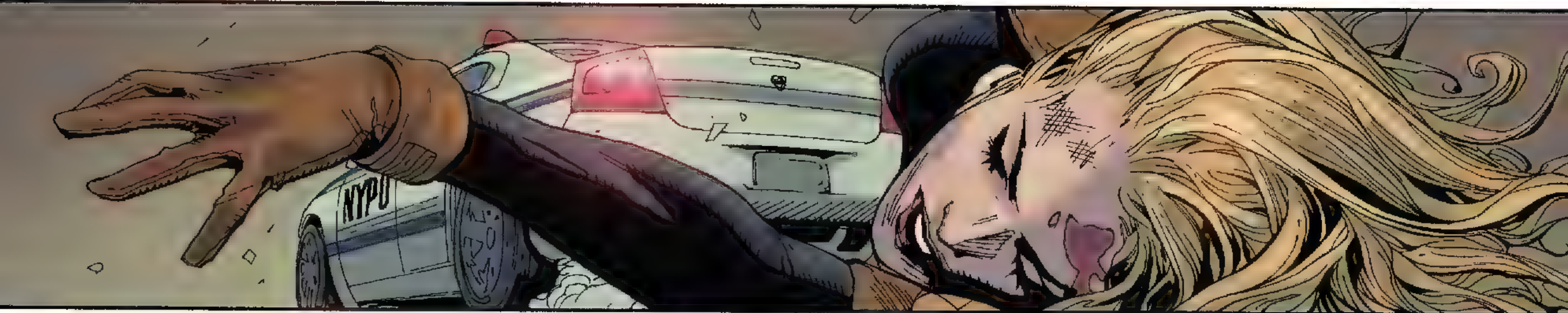
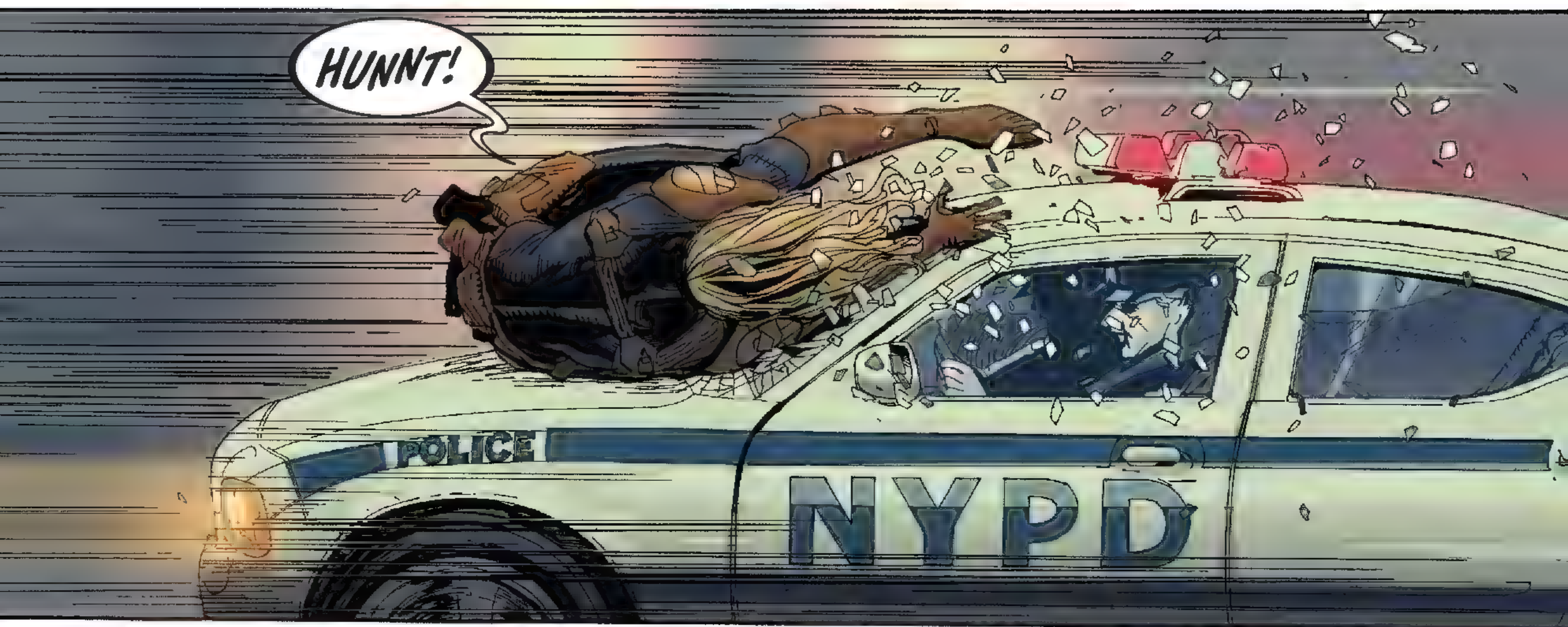
I THINK HE HIT MY HEAD ON SOMETHING. I'VE GOT BLOOD IN MY EYES, BUT I CAN'T QUITE REMEMBER. I...



OH, MY GOD!









DOCTOR GREGORY STARK,  
THE WHITE HOUSE.

IS IT TRUE THEY  
HAD TO PHYSICALLY  
RESTRAIN CAPTAIN  
AMERICA?

I'M AFRAID SO,  
SIR. THE MOMENT WE  
PULLED NICK FURY FROM  
THE RIVER, HE JUST  
STARTED **THROTTLING**  
HIM AGAIN.

BUT WHY WOULD  
HE DO IT? HOW COULD A  
MAN LIKE FURY BETRAY HIS OWN  
COUNTRY? IT CAN'T JUST BE MONEY.  
I KNOW YOU FOUND ALL THOSE  
SECRET BANK ACCOUNTS, BUT  
THIS CAN'T JUST BE FOR  
FINANCIAL REASONS.

IT'S ALSO  
ABOUT **POWER**, MISTER  
PRESIDENT. HE'S BEEN SENDING  
RUSSIA AND CHINA SUPER-  
SOLDIERS FOR ALMOST  
A DECADE NOW.

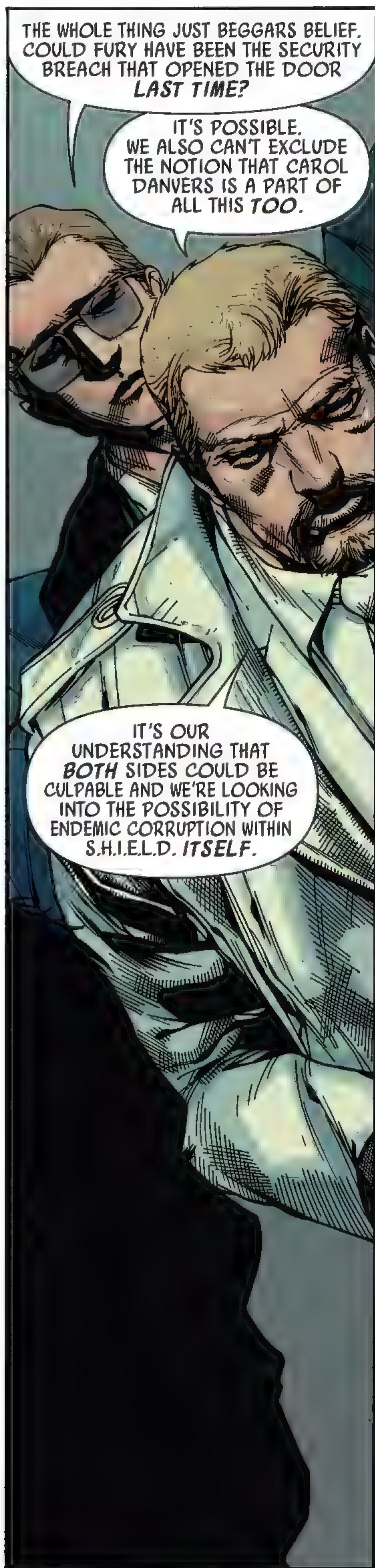
IN RETURN,  
THEY PROMISED  
HIM THE ONE THING HE  
WANTED MORE THAN  
ANYTHING IN THE  
WORLD.

WHICH  
IS?

THE  
WHITE HOUSE,  
GENTLEMEN.

ACCORDING TO  
OUR INTELLIGENCE,  
THEY WERE PLANNING TO  
INSTALL HIM AS COMMANDER-  
IN-CHIEF ONCE THEY  
COMPLETED THEIR  
MILITARY INVASION.

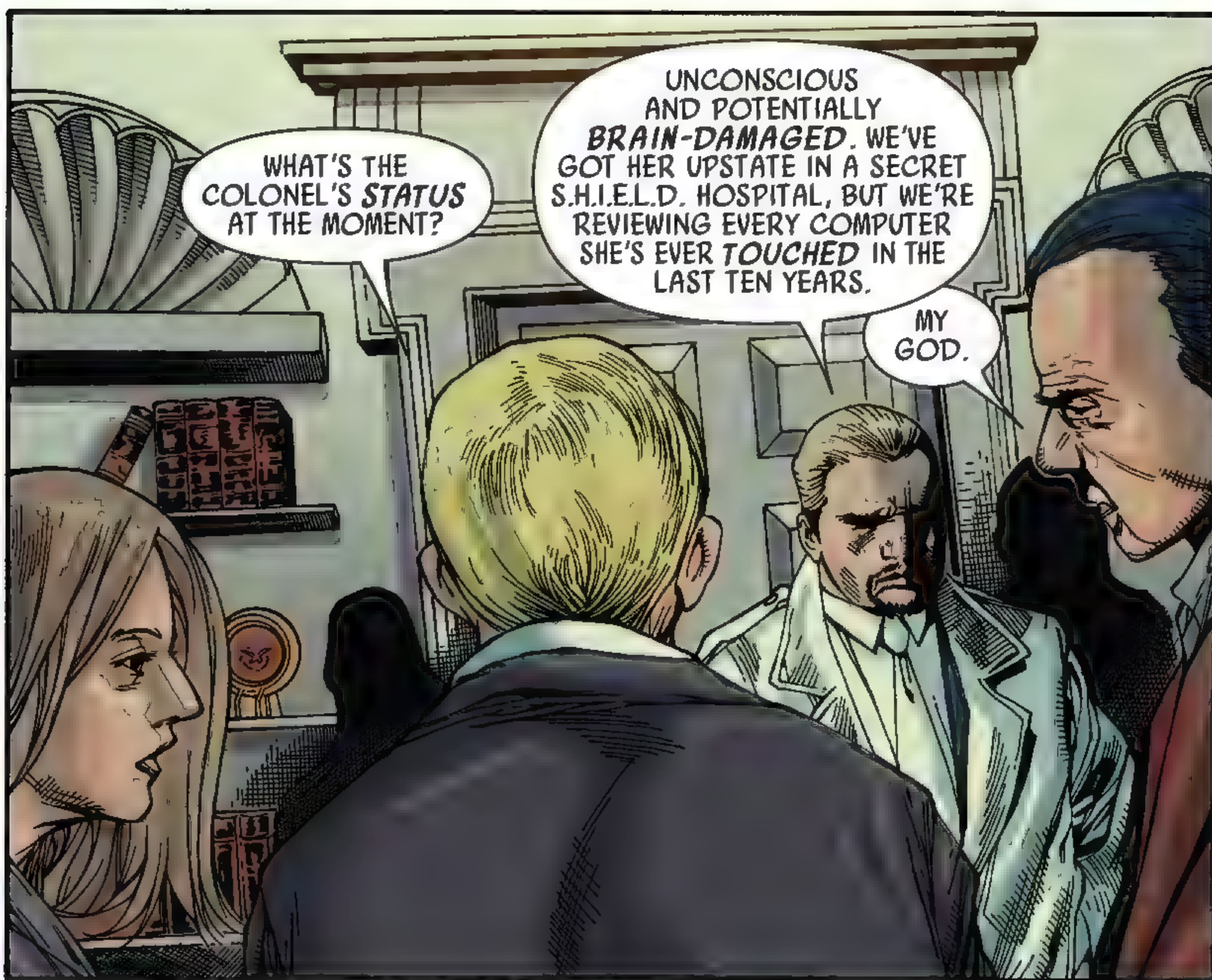




THE WHOLE THING JUST BEGGARS BELIEF. COULD FURY HAVE BEEN THE SECURITY BREACH THAT OPENED THE DOOR LAST TIME?

IT'S POSSIBLE. WE ALSO CAN'T EXCLUDE THE NOTION THAT CAROL DANVERS IS A PART OF ALL THIS TOO.

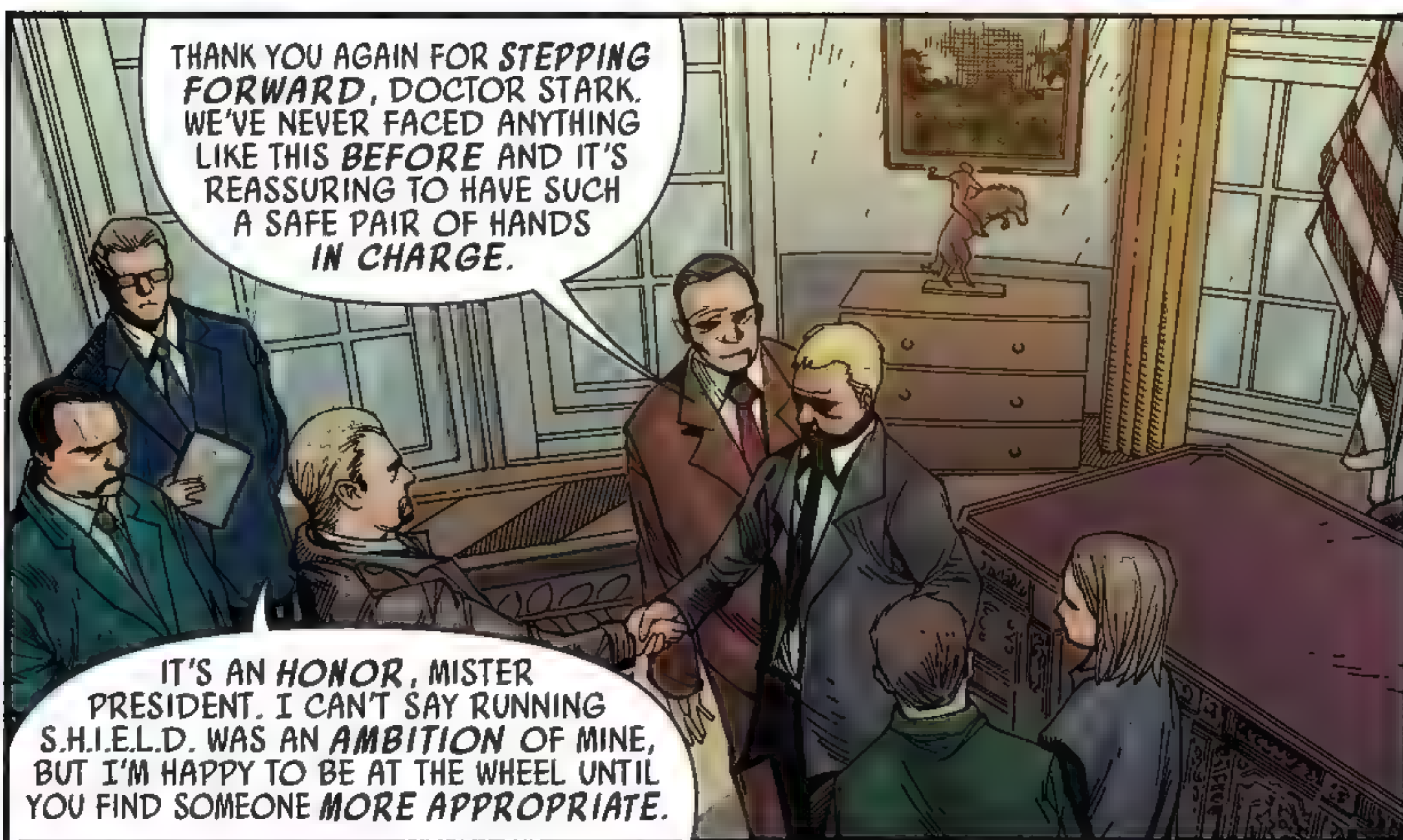
IT'S OUR UNDERSTANDING THAT BOTH SIDES COULD BE CULPABLE AND WE'RE LOOKING INTO THE POSSIBILITY OF ENDEMIC CORRUPTION WITHIN S.H.I.E.L.D. ITSELF.



WHAT'S THE COLONEL'S STATUS AT THE MOMENT?

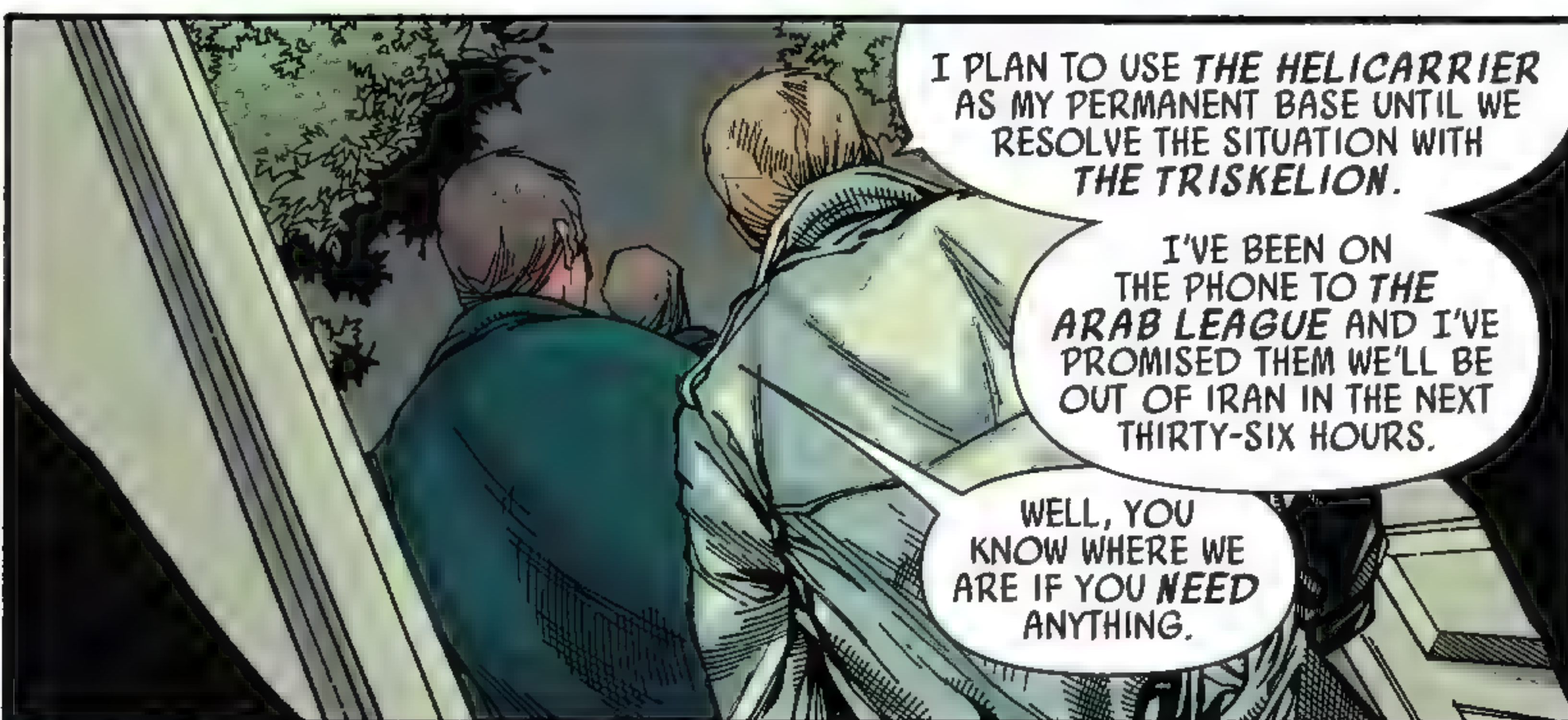
UNCONSCIOUS AND POTENTIALLY BRAIN-DAMAGED. WE'VE GOT HER UPSTATE IN A SECRET S.H.I.E.L.D. HOSPITAL, BUT WE'RE REVIEWING EVERY COMPUTER SHE'S EVER TOUCHED IN THE LAST TEN YEARS.

MY GOD.



THANK YOU AGAIN FOR STEPPING FORWARD, DOCTOR STARK. WE'VE NEVER FACED ANYTHING LIKE THIS BEFORE AND IT'S REASSURING TO HAVE SUCH A SAFE PAIR OF HANDS IN CHARGE.

IT'S AN HONOR, MISTER PRESIDENT. I CAN'T SAY RUNNING S.H.I.E.L.D. WAS AN AMBITION OF MINE, BUT I'M HAPPY TO BE AT THE WHEEL UNTIL YOU FIND SOMEONE MORE APPROPRIATE.



I PLAN TO USE THE HELICARRIER AS MY PERMANENT BASE UNTIL WE RESOLVE THE SITUATION WITH THE TRISKELION.

I'VE BEEN ON THE PHONE TO THE ARAB LEAGUE AND I'VE PROMISED THEM WE'LL BE OUT OF IRAN IN THE NEXT THIRTY-SIX HOURS.

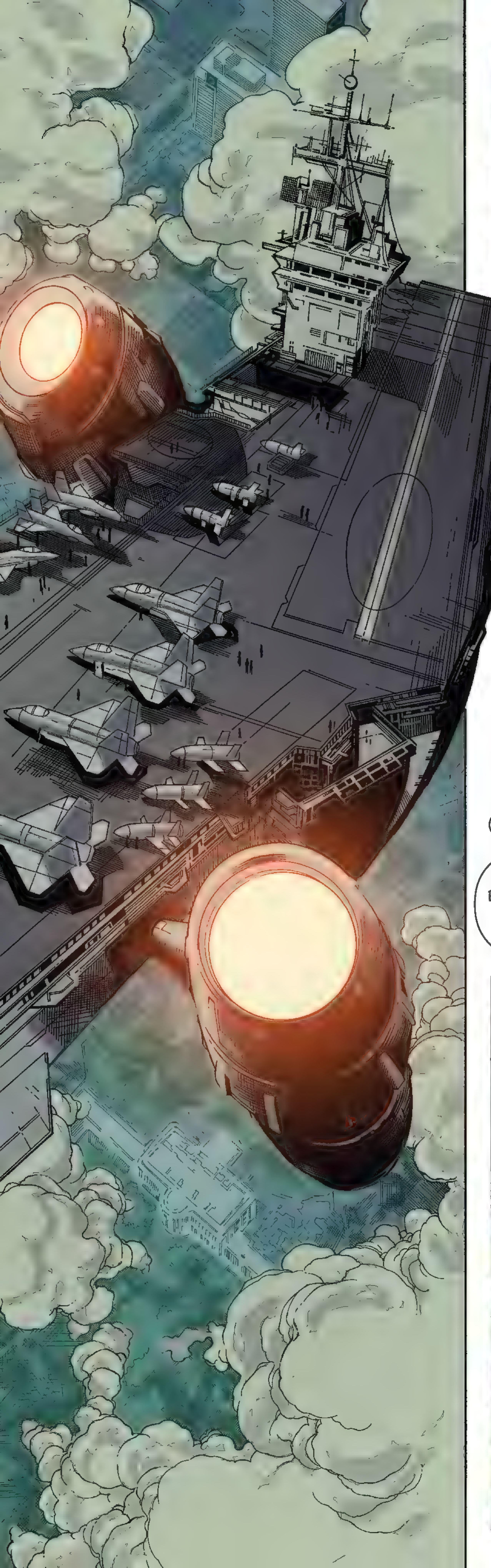
WELL, YOU KNOW WHERE WE ARE IF YOU NEED ANYTHING.



YOUR CHOPPER IS READY FOR TAKE-OFF, DIRECTOR STARK. THE S.H.I.E.L.D. HELICARRIER IS DOCKED JUST OUTSIDE WHITE HOUSE AIRSPACE.

THANK YOU, CORPORAL.





OH, GREGORY.  
BEFORE YOU GO: I  
KNOW THERE'S BEEN  
TENSIONS BETWEEN YOU  
AND YOUR BROTHER  
IN THE PAST.

I HOPE PUTTING  
YOU IN CHARGE OF  
THE ULTIMATES ISN'T  
GOING TO CREATE  
ANY KIND OF  
PROBLEMS.



PROBLEMS?

NO, NOT AT ALL,  
SIR. TONY AND I ARE  
BOTH *BIG BOYS*. IN FACT,  
I DON'T ANTICIPATE  
ANY PROBLEMS  
*WHATSOEVER*.



CIAO FOR  
NOW.



TONY STARK'S PENTHOUSE:

HURK!



YOU SURE YOU'RE OKAY, TONY?

HONESTLY, I'M GREAT. A LIFETIME OF ALCOHOL ABUSE HAS BEEN PERFECT TRAINING FOR MY ORAL CHEMOTHERAPY. THROWING UP HAS ALWAYS BEEN A BIG PART OF MY MORNING ROUTINE.



CAN I AT LEAST GET YOU A GLASS OF WATER?

NO, IF YOU JUST GIVE ME A HAND UP, I'LL BE FINE, CAP. MY LEGS ARE A LITTLE SHAKY, BUT I'M OTHERWISE AS GOOD AS I'VE EVER BEEN.



ARE YOU REALLY SURE YOU'RE FIT FOR ALL THIS?

OH, FOR GOD'S SAKE. WOULD EVERYONE PLEASE STOP TREATING ME LIKE AN INVALID? NO WONDER I KEPT THIS SECRET FOR YEARS.

THOR, I HOPE YOU HAVEN'T FORGOTTEN THAT LITTLE ARRANGEMENT WE CAME TO BEFORE I WENT INTO HOSPITAL.



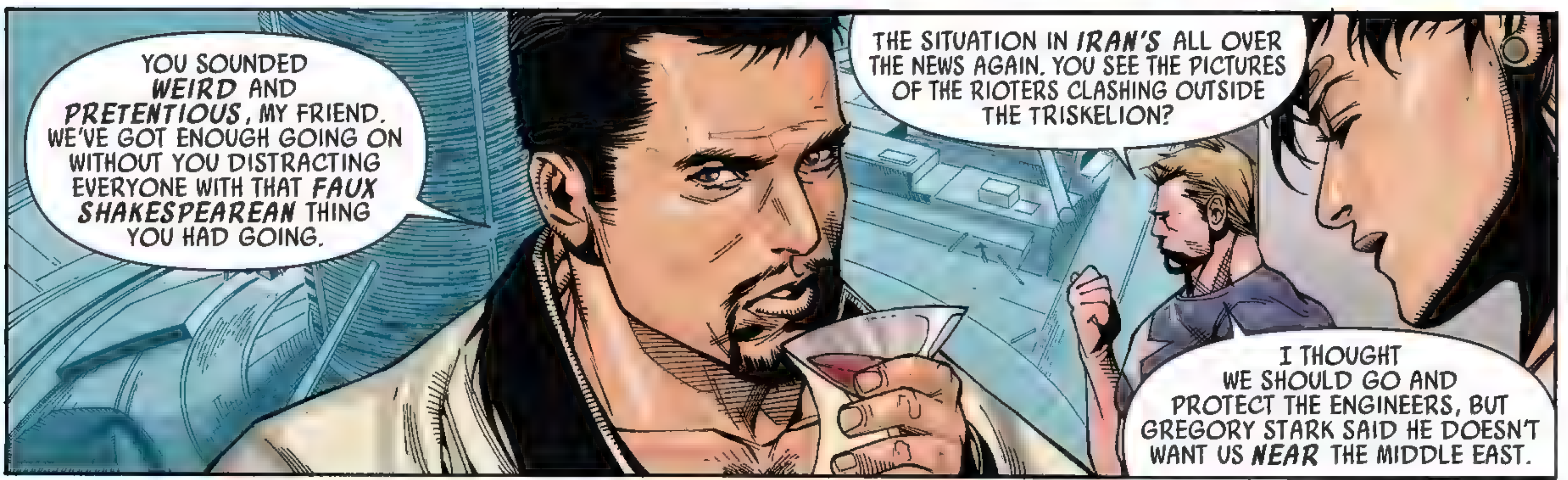




WHAT ARRANGEMENT?

TONY SAID HE HATED THE NORSE GOD **SPEECH PATTERN** I'D DEVELOPED AND PROMISED TO GIVE TEN MILLION DOLLARS TO CHARITY IF I SPOKE LIKE A NORMAL PERSON AGAIN.

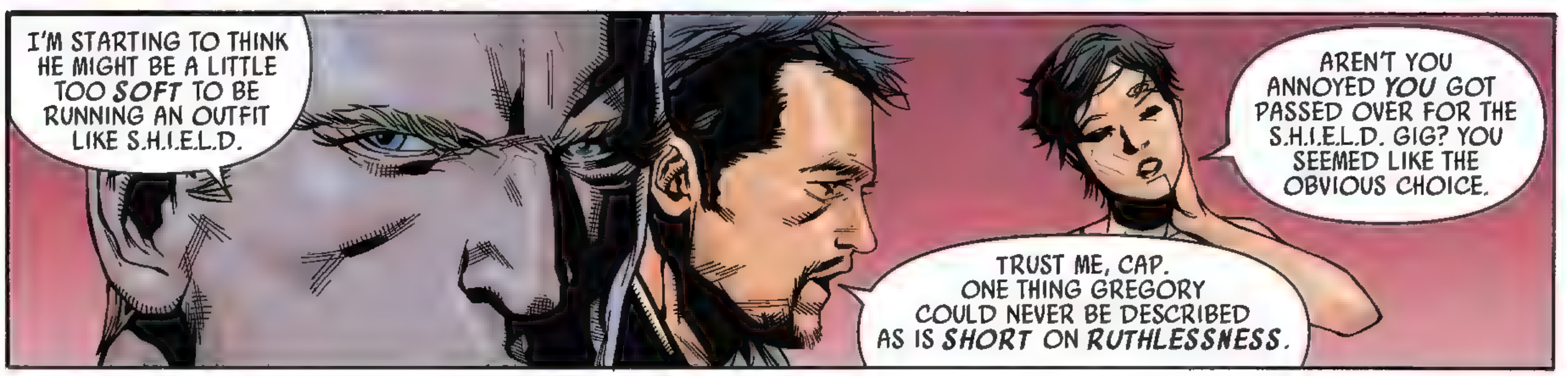
FRANKLY, IT'S A LITTLE INSULTING, BUT HE STARTED AN ONLINE PETITION AND THE CHARITIES SAID THEY REALLY NEEDED THE MONEY.



YOU SOUNDED **WEIRD** AND **PRETENTIOUS**, MY FRIEND. WE'VE GOT ENOUGH GOING ON WITHOUT YOU DISTRACTING EVERYONE WITH THAT **FAUX SHAKESPEAREAN** THING YOU HAD GOING.

THE SITUATION IN **IRAN'S** ALL OVER THE NEWS AGAIN. YOU SEE THE PICTURES OF THE RIOTERS CLASHING OUTSIDE THE TRISKELION?

I THOUGHT WE SHOULD GO AND PROTECT THE ENGINEERS, BUT GREGORY STARK SAID HE DOESN'T WANT US **NEAR** THE MIDDLE EAST.



I'M STARTING TO THINK HE MIGHT BE A LITTLE TOO **SOFT** TO BE RUNNING AN OUTFIT LIKE S.H.I.E.L.D.

AREN'T YOU ANNOYED YOU GOT PASSED OVER FOR THE S.H.I.E.L.D. GIG? YOU SEEMED LIKE THE OBVIOUS CHOICE.

TRUST ME, CAP. ONE THING GREGORY COULD NEVER BE DESCRIBED AS IS **SHORT** ON **RUTHLESSNESS**.



ARE YOU KIDDING? I'M A WALKING SECURITY RISK, SWEETHEART. HEALTH CONCERNS ASIDE, THERE'S WAY TOO MANY GIRLS AND WAY TOO MANY PHOTOGRAPHS FOR ME TO BE RUNNING WESTERN SECURITY.

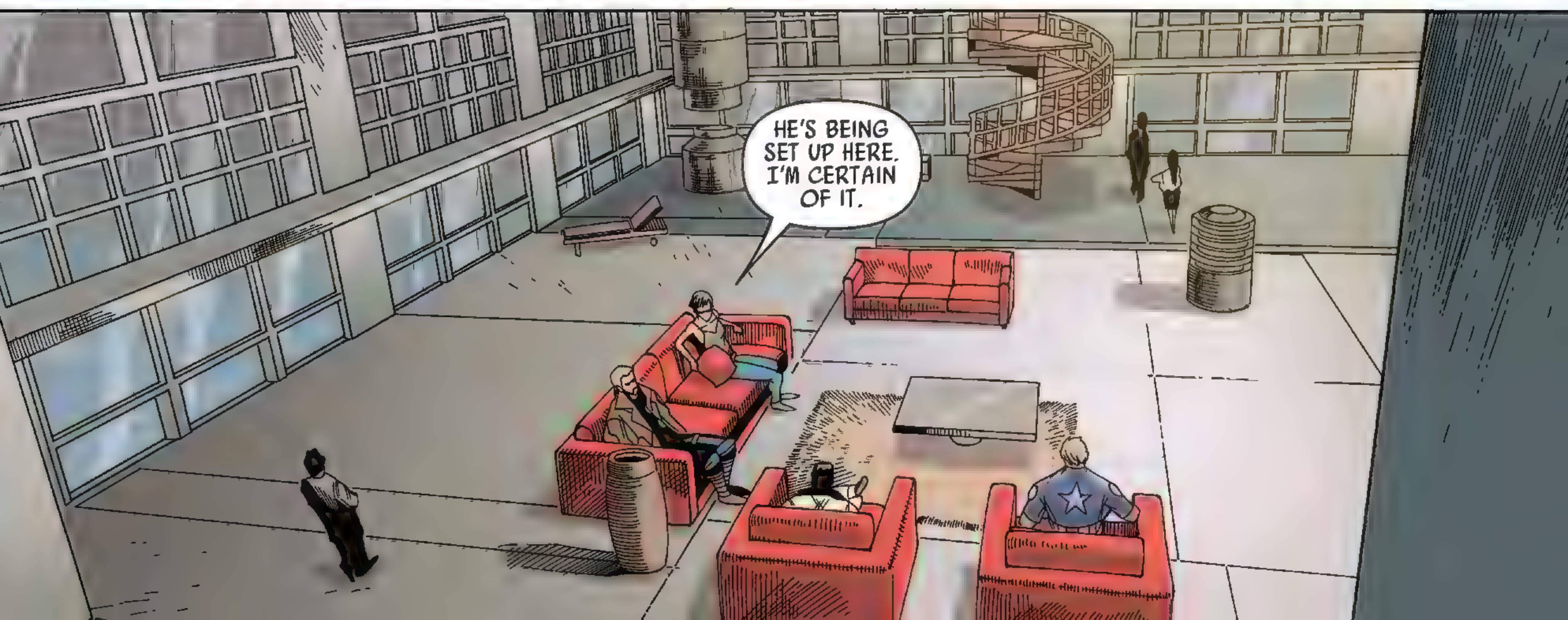
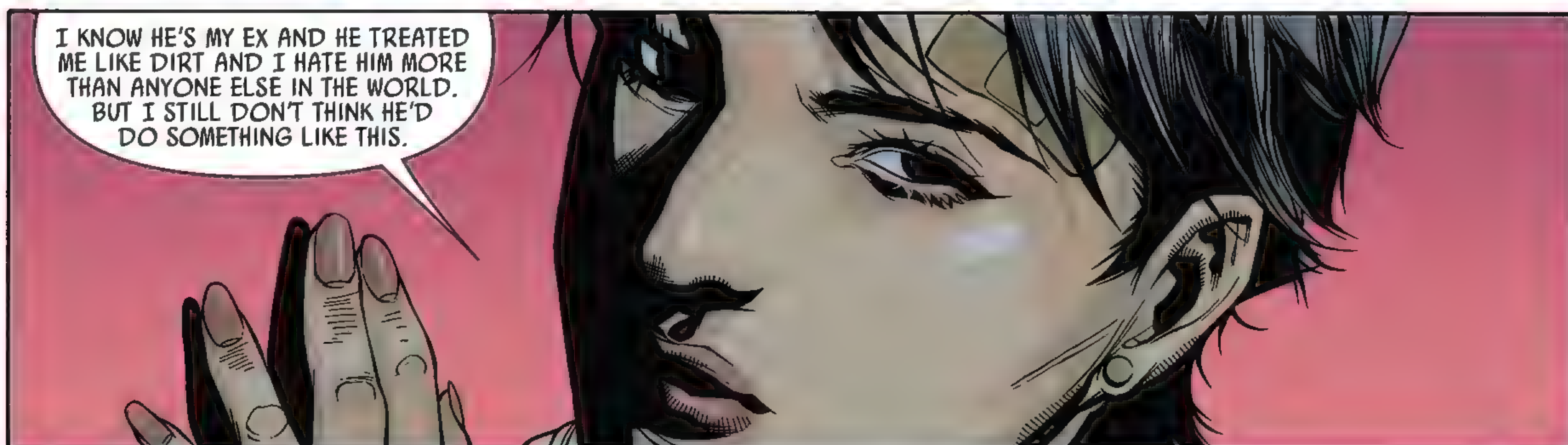
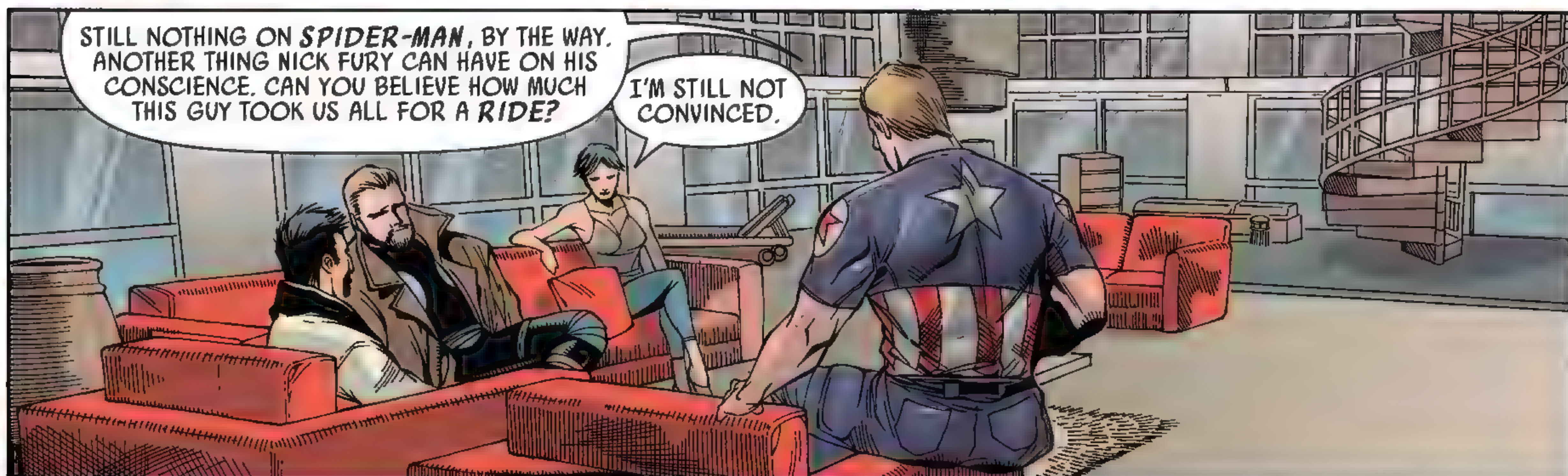
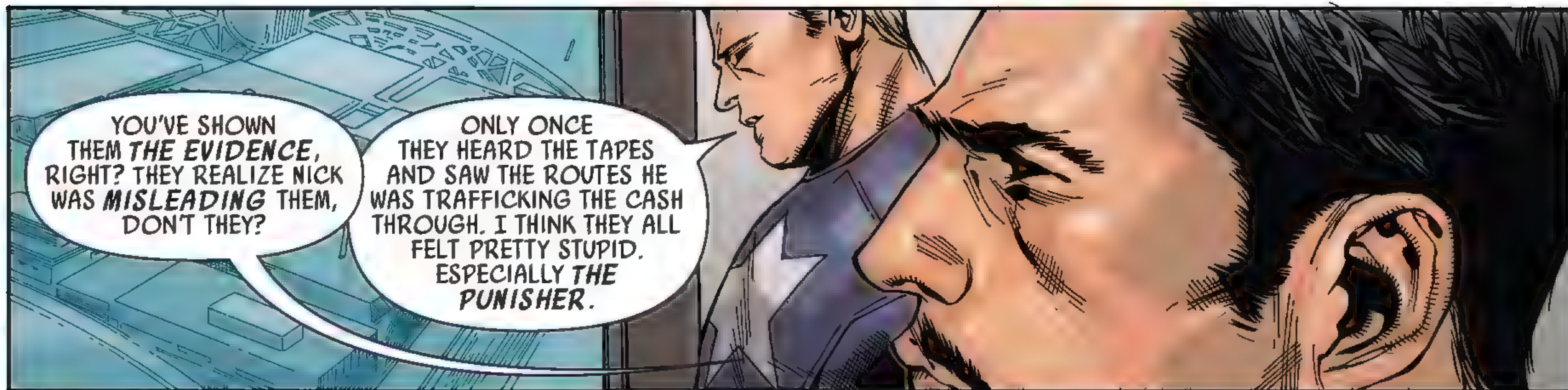
LET'S FACE IT; THEY'D BARELY HAVE ME ON **THE ULTIMATES** IF I DIDN'T HELP OUT WITH THE **CASH-FLOW** FROM TIME TO TIME.



WHAT ABOUT HAWKEYE AND ALL THE **BLACK OPS** PEOPLE? DO WE KNOW WHEN THEY'RE GETTING **RELEASED** YET?

WHO KNOWS? IT SEEMS THEY WERE ONLY ACTING UNDER FURY'S ORDERS, BUT WE NEED TO BE COMPLETELY SURE THEY AREN'T **IMPLICATED** IN ANY OF THIS.







S.H.I.E.L.D. HELICARRIER U.S.S. JIMMY CARTER;  
ANCHORED ONE THOUSAND FEET OVER NEW YORK CITY:

THE HELICARRIER  
IS ONE IMPRESSIVE PIECE  
OF ENGINEERING, HUH? YOU  
KNOW WHO CAME UP WITH THE  
**ORIGINAL DESIGN?** THE  
GUY WHO FIGURED OUT THE  
**BLUE-PRINTS** FOR  
THIS THING?

I'VE NO IDEA,  
GENERAL. IF IT WASN'T  
ME, I'D ASSUME IT MUST  
HAVE BEEN TONY.

ACTUALLY, IT  
WAS **GIANT MAN**.  
NOT THAT SCOTT LANG  
GUY YOU'VE GOT RUNNING  
AROUND. I'M TALKING  
ABOUT **HANK PYM**.

THE  
**ORIGINAL**  
**GIANT-MAN**.  
WASN'T PYM'S  
BACKGROUND IN  
**BIO-GENETICS?**

YEAH, BUT HANK COULD  
TURN HIS HAND TO  
**ANYTHING**, MAN.

WE WERE ALL  
JUST SPIT-BALLING ONE  
TIME, SAYING HOW LIMITED  
AN AIRCRAFT CARRIER WAS  
IN A DESERT SITUATION. NEXT  
DAY, HE COMES IN WITH A  
COMPREHENSIVE PLAN FOR  
A **FLYING AIRCRAFT**  
CARRIER.

TONY'S COMPANY BUILT THE  
FIRST **FLEET**, BUT THOSE  
PLANS HE WAS WORKING  
FROM WERE ALL  
**HANK PYM**.

THOSE WERE  
**CRAZY DAYS**,  
GREG. **ANYTHING**  
SEEMED POSSIBLE  
WHEN I FIRST GOT  
THIS JOB.

YOU WERE THE RIGHT MAN AT  
THE RIGHT TIME, GENERAL.  
LIKE ROOSEVELT DURING  
**WORLD WAR TWO**  
OR **EPSTEIN** WITH  
THE BEATLES.

IT'S YOU,  
ISN'T IT? YOU'RE  
THE GUY WHO SET  
ME UP.

OF COURSE  
IT'S ME. WHO ELSE  
COULD IT BE?





I'M THE MAN  
BEHIND THE **CURTAIN**,  
NICK. THE WIZARD WHO  
MAKES ALL THE **MAGIC**  
HAPPEN.

I'VE GOT MY  
FINGERS INTO S.H.I.E.L.D.'S  
ENTIRE COMPUTER NETWORK.  
IT WASN'T HARD TO HAVE YOU  
AND DANVERS AT EACH  
OTHER'S THROATS.



ISN'T THAT HOW  
VILLAINS USED TO  
DEMOLISH TEAMS IN ALL  
THE OLD **COMIC BOOKS**?  
BY **FALSIFYING EVIDENCE**  
AND **PITTING THEM AGAINST**  
ONE ANOTHER?

**DIVIDE AND  
CONQUER**. IT WORKS  
EVERY TIME.

BUT WHY  
WOULD YOU WANT TO  
RUN S.H.I.E.L.D.? YOU'RE  
ONE OF THE RICHEST  
GUYS IN THE  
**WORLD**.

BECAUSE TONY  
AND I ARE PLAYING A  
FAR GRANDER GAME THAN  
YOU COULD EVER **UNDERSTAND**:  
HE DESIGNS A CAR, SO I DESIGN  
A **ROCKET**. HE BECOMES A  
MILLIONAIRE, SO I BECOME  
A **BILLIONAIRE**.

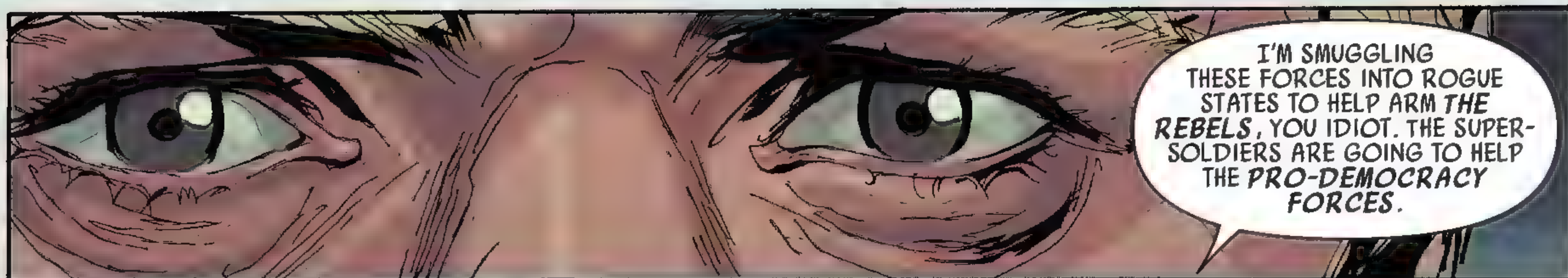


HE BUYS HIS  
WAY INTO THE SUPER-HERO  
COMMUNITY AND SO I HAVE  
TO BE THE MAN WHO TELLS  
THE SUPER HEROES **WHAT  
TO DO**.

IT'S BEEN THIS WAY FROM THEN MOMENT  
WE WERE BORN. TONY AND I JUST LIKE  
MAKING THINGS **INTERESTING** FOR  
ONE ANOTHER.

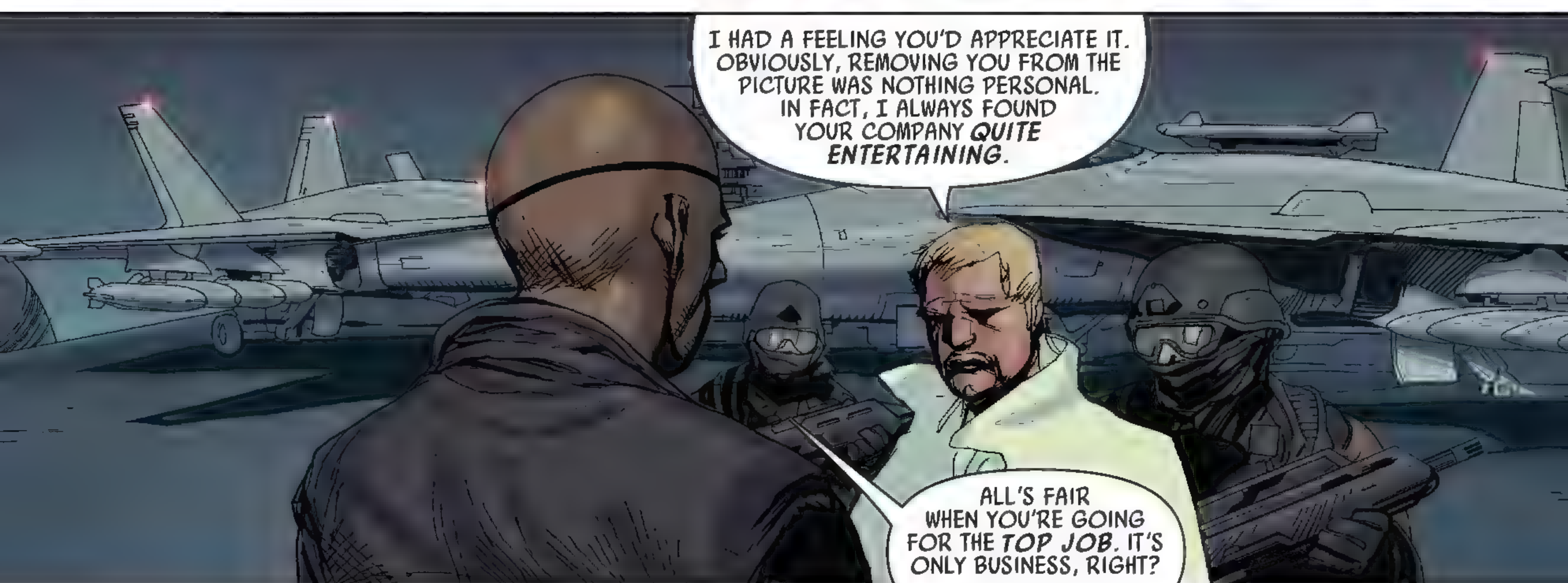
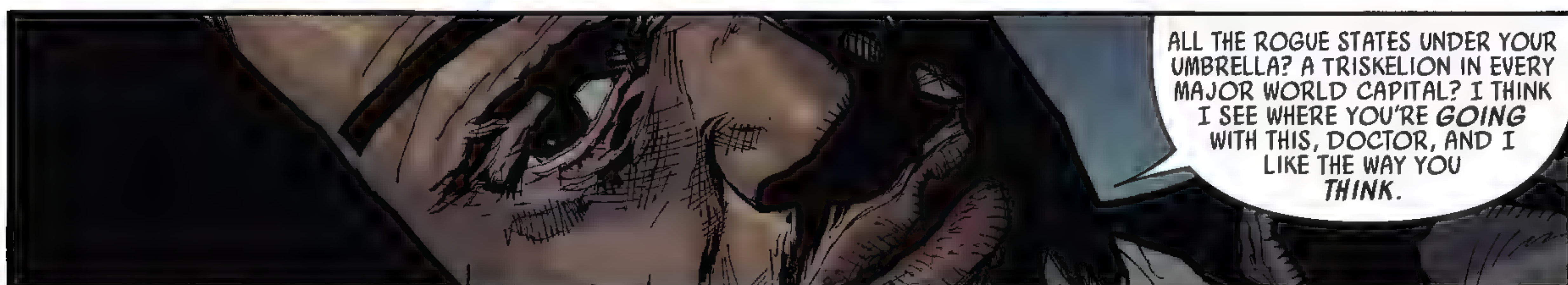
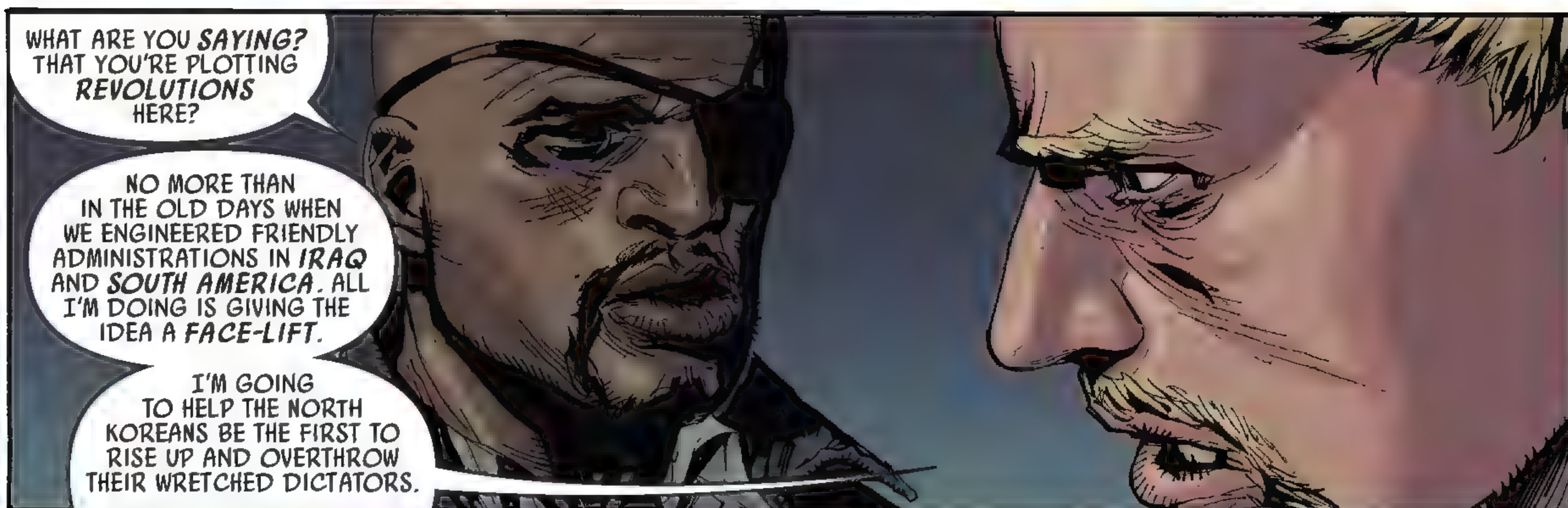
BY DOING  
WHAT? ARMING  
YOUR COUNTRY'S  
**ENEMIES**?

OH, NICK, YOU  
JUST DON'T GET  
IT, DO YOU?

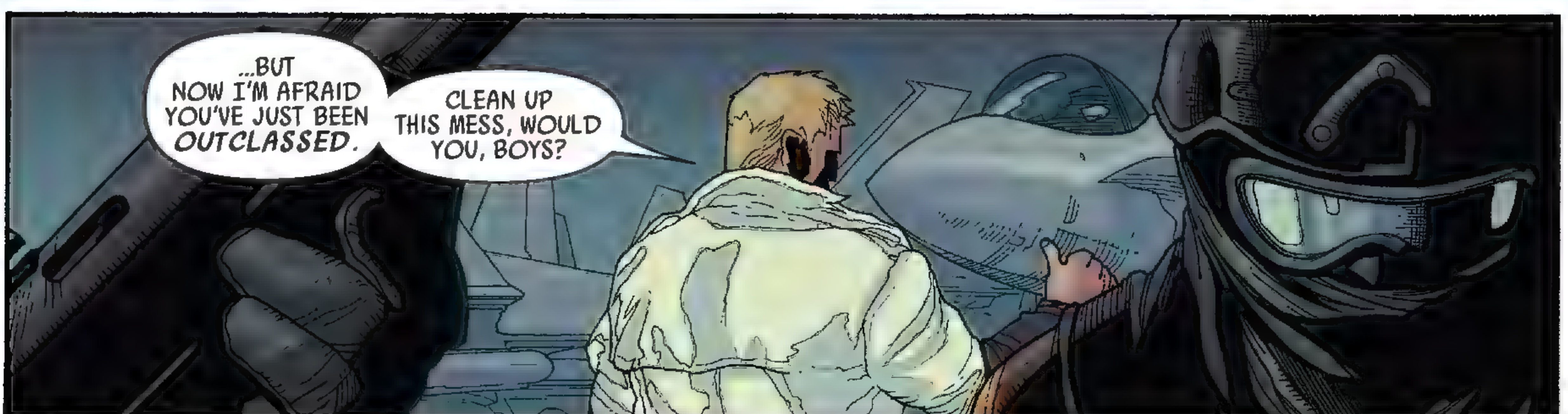
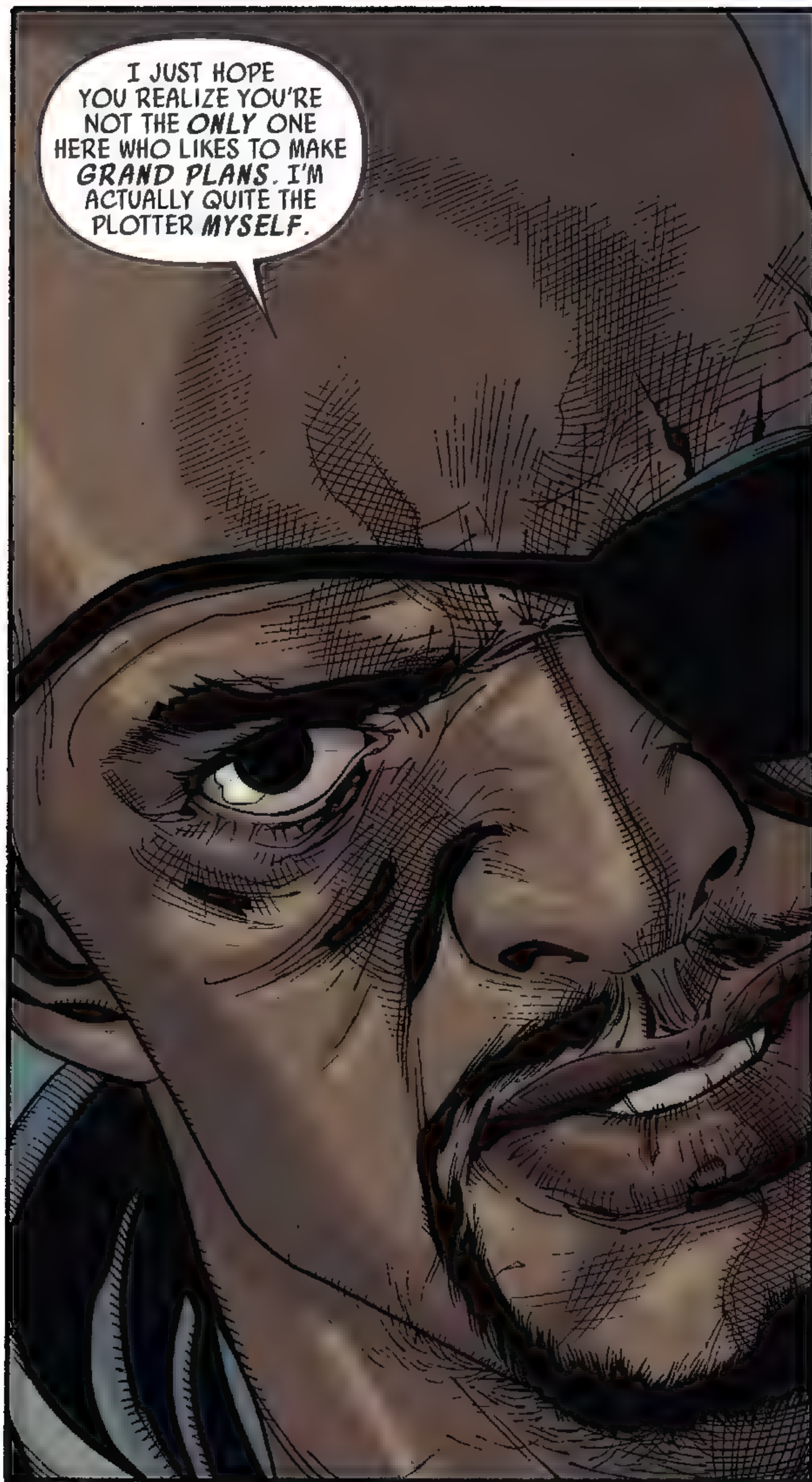


I'M SMUGGLING  
THESE FORCES INTO ROGUE  
STATES TO HELP ARM THE  
**REBELS**, YOU IDIOT. THE SUPER-  
SOLDIERS ARE GOING TO HELP  
THE **PRO-DEMOCRACY**  
**FORCES**.











YES,  
SIR.











SOUTH AMERICA, 5 DAYS AGO:

CAROL DANVERS?

ANYTHING'S POSSIBLE WHEN IT COMES TO *MONEY*, RHODES.



WHAT ARE WE GOING TO DO?

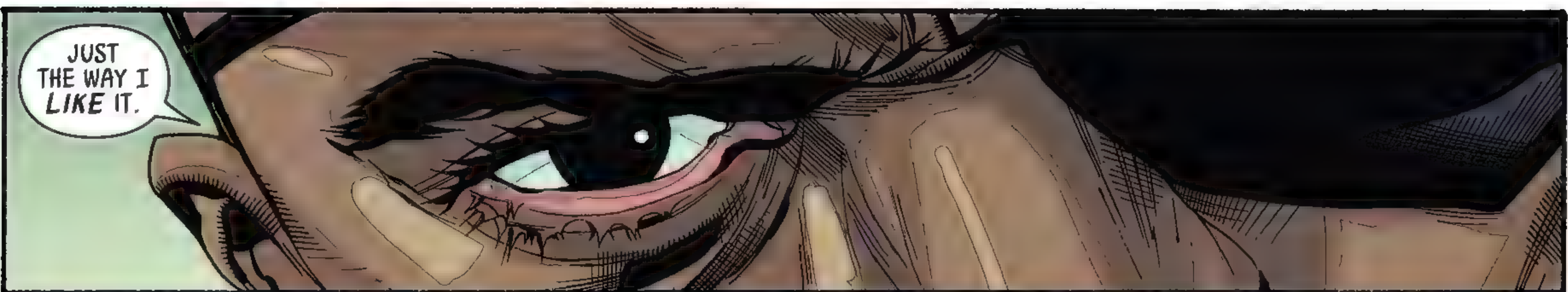
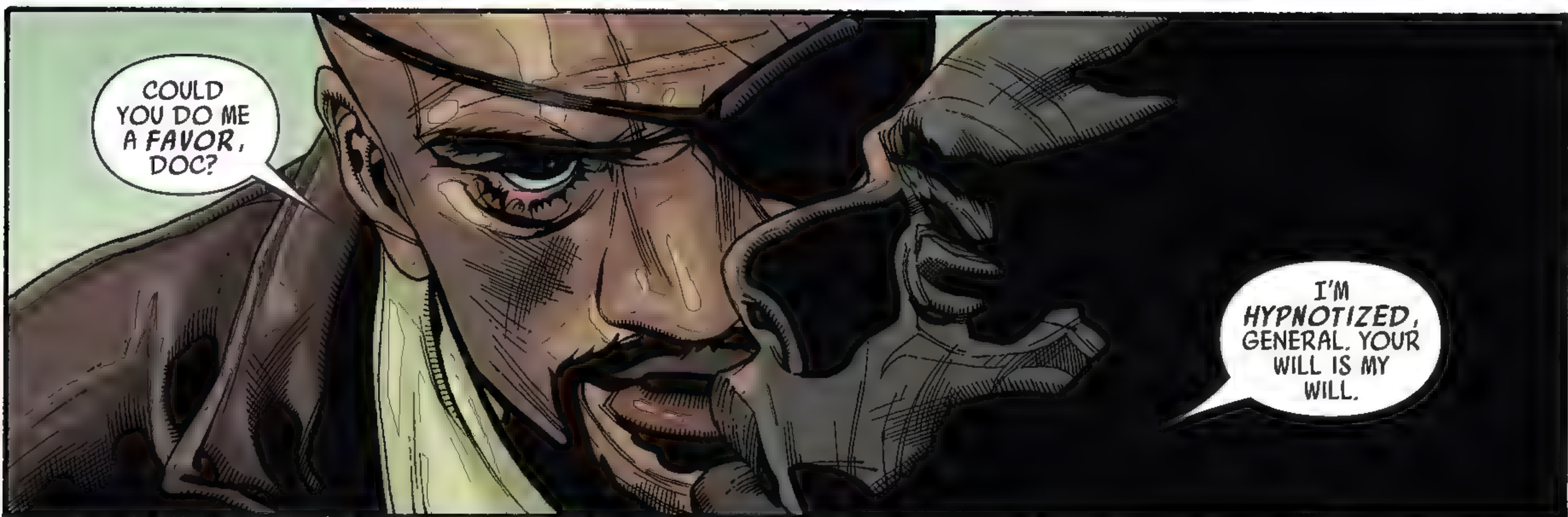
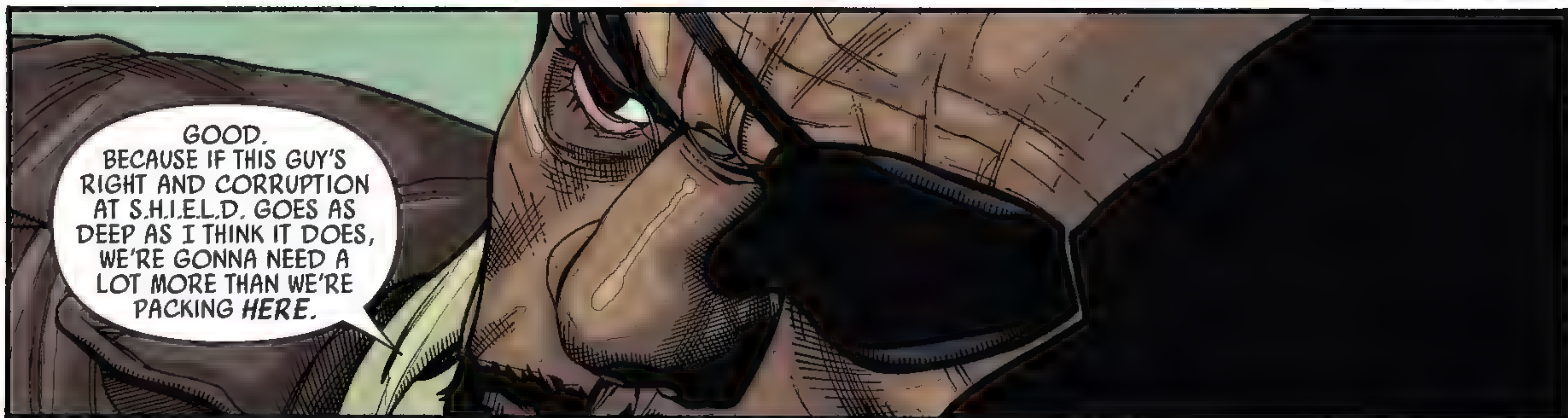
SOMETHING CLEVER THAT SAVES THE DAY AND BUSTS THIS THING WIDE-OPEN.

WHICH IS?

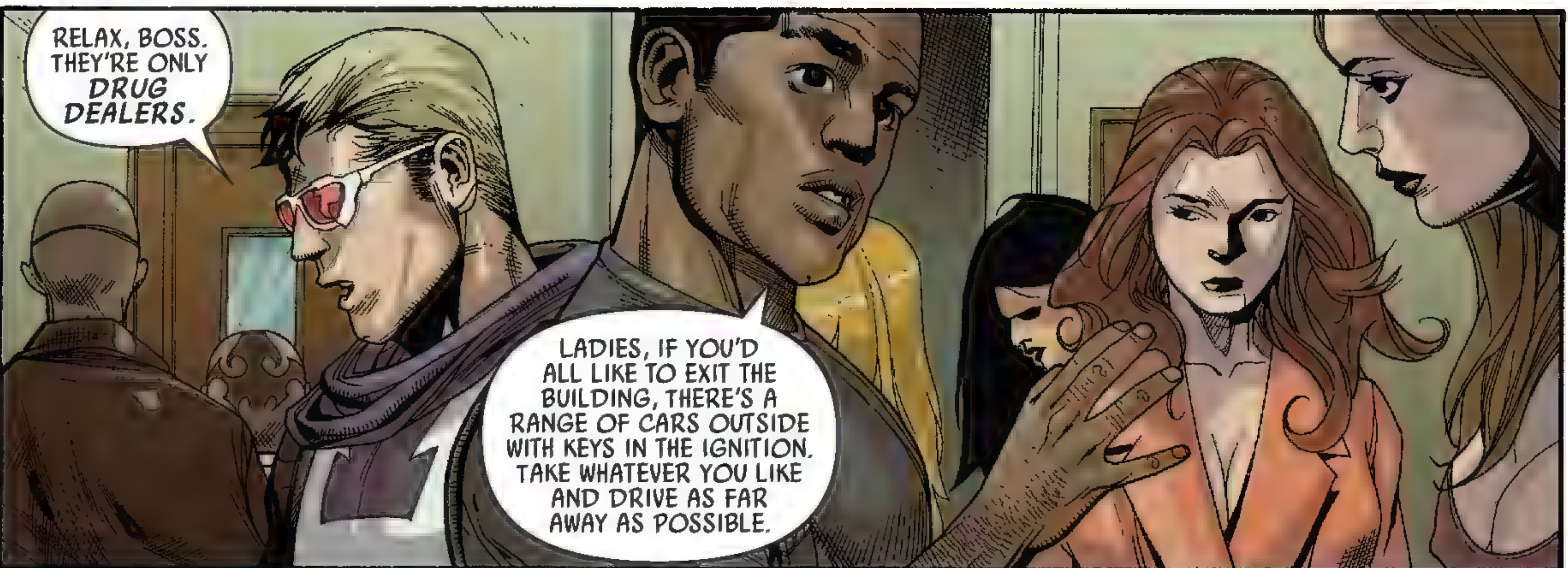


THAT'S THE PART I HAVEN'T FIGURED OUT YET.

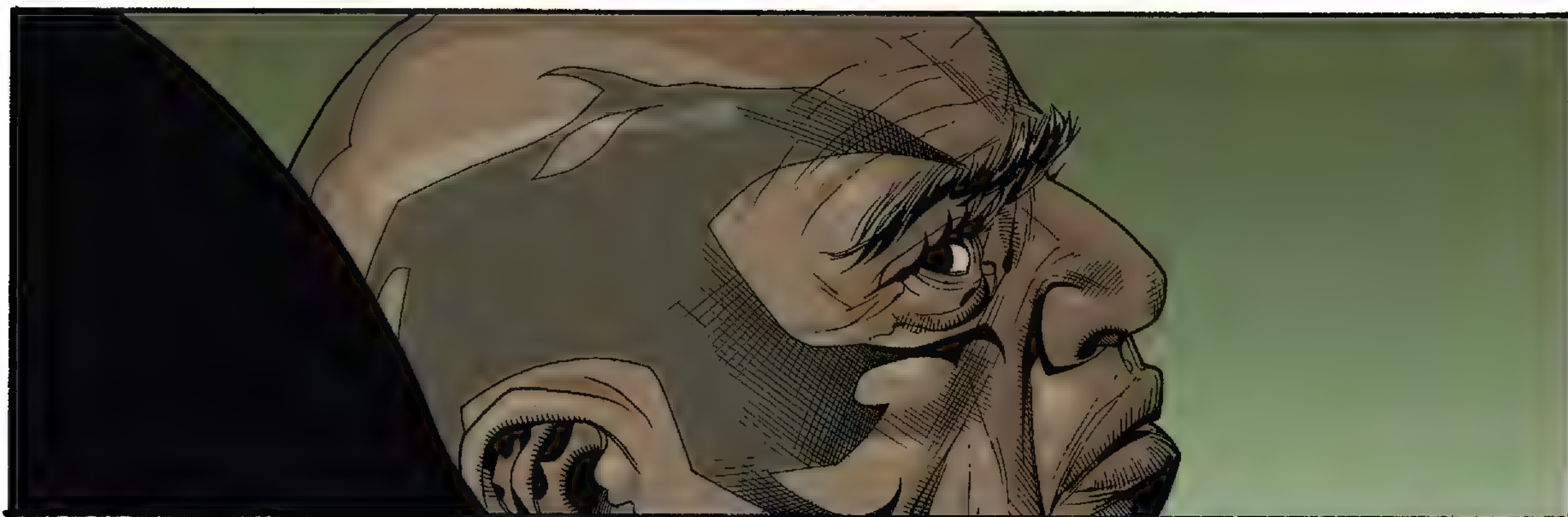




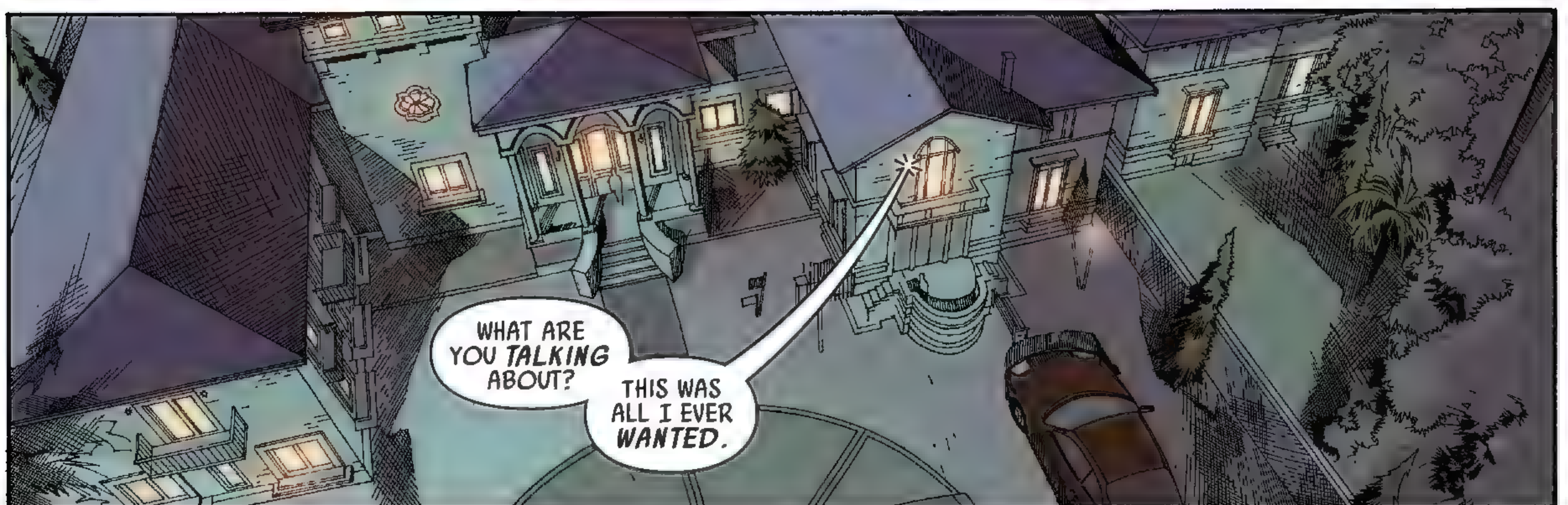
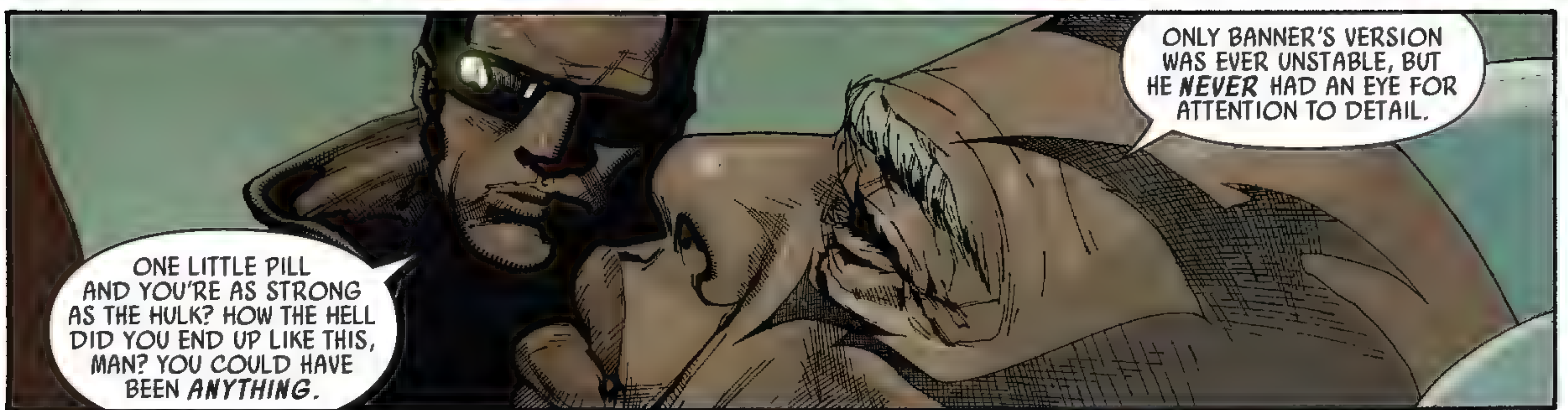
















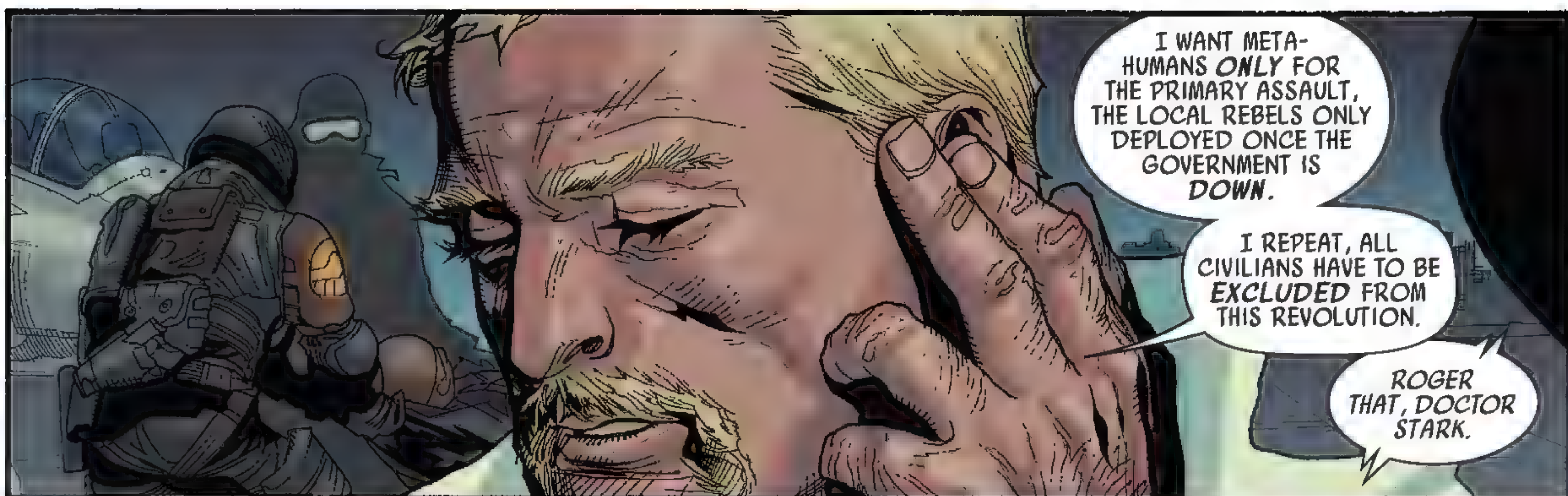


THE S.H.I.E.L.D. HELI-CARRIER, NOW:



CONTROL, THIS IS  
S.H.I.E.L.D. DIRECTOR  
GREGORY STARK.

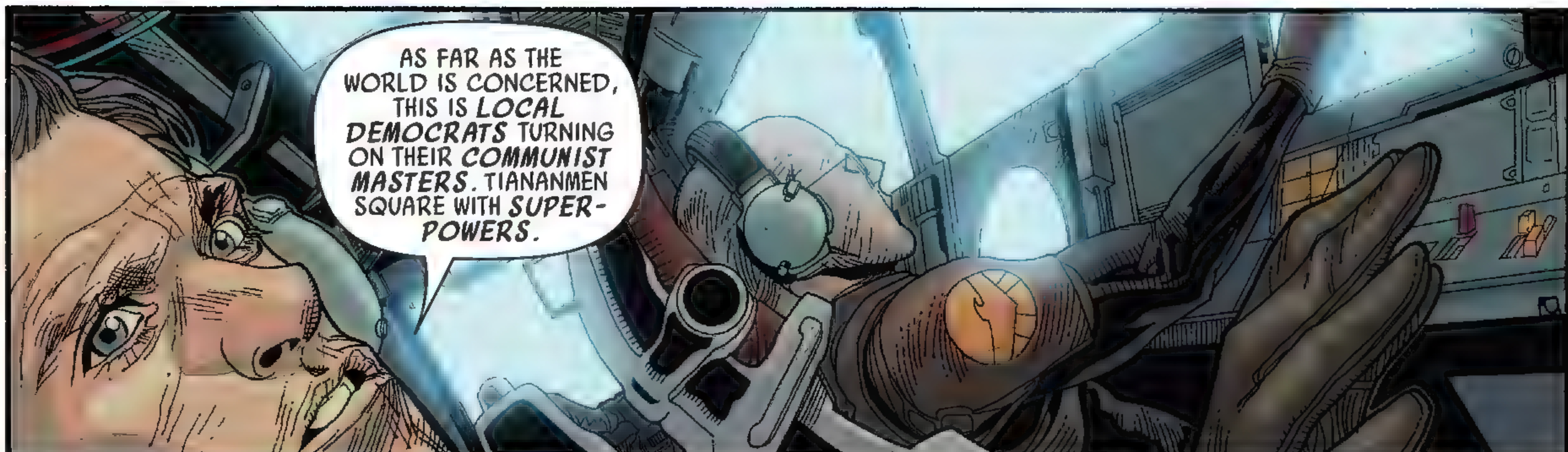
FORMER  
DIRECTOR FURY  
HAS BEEN NEUTRALIZED  
AND YOU ARE CLEAR  
TO ACTIVATE THE SUPER-  
HUMANS WE'VE BEEN MOVING  
INTO NORTH KOREA.



I WANT META-  
HUMANS **ONLY** FOR  
THE PRIMARY ASSAULT,  
THE LOCAL REBELS ONLY  
DEPLOYED ONCE THE  
GOVERNMENT IS  
**DOWN**.

I REPEAT, ALL  
CIVILIANS HAVE TO BE  
**EXCLUDED** FROM  
THIS REVOLUTION.

ROGER  
THAT, DOCTOR  
STARK.



AS FAR AS THE  
WORLD IS CONCERNED,  
THIS IS **LOCAL**  
**DEMOCRATS** TURNING  
ON THEIR **COMMUNIST**  
**MASTERS**. TIANANMEN  
SQUARE WITH **SUPER-  
POWERS**.



DOCTOR *STARK*?  
THERE'S SOMETHING  
WRONG WITH  
**GENERAL FURY**.

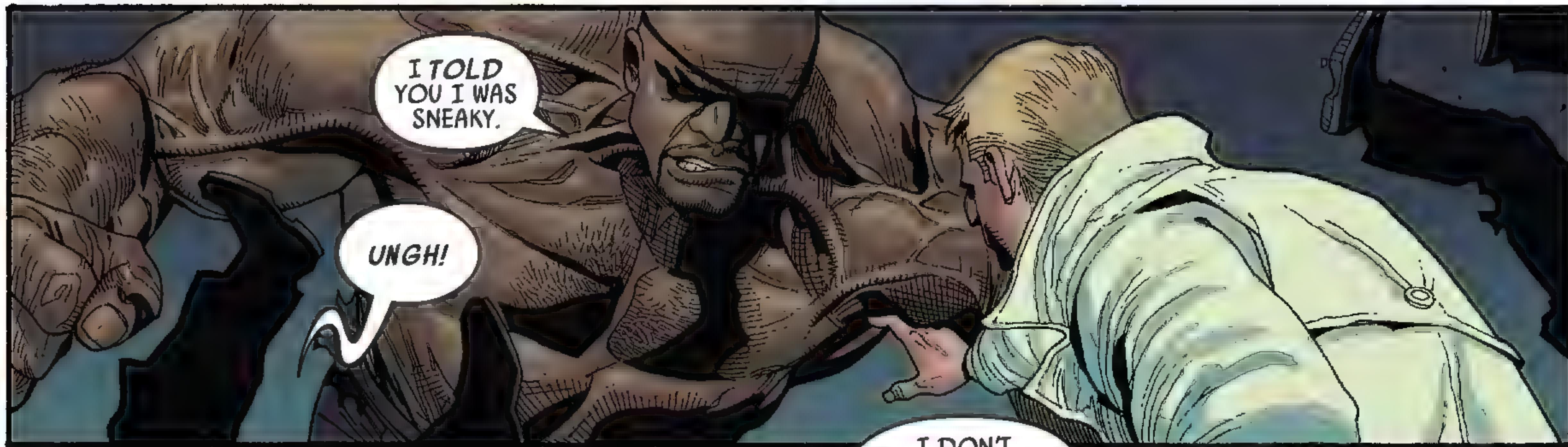
WHAT ARE  
YOU TALKING  
ABOUT?



I...I THINK  
HE'S GETTING  
**BIGGER**.

WHAT THE  
HELL?

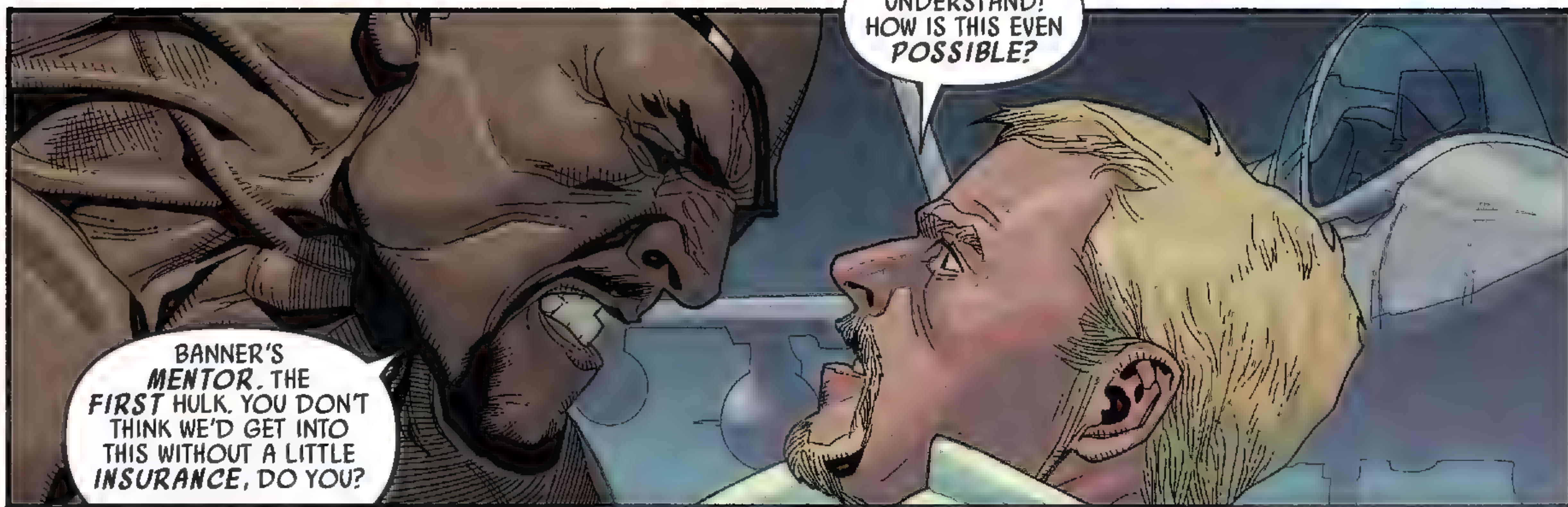




I TOLD  
YOU I WAS  
SNEAKY.

UNGH!

I DON'T  
UNDERSTAND!  
HOW IS THIS EVEN  
POSSIBLE?



BANNER'S  
MENTOR. THE  
FIRST HULK. YOU DON'T  
THINK WE'D GET INTO  
THIS WITHOUT A LITTLE  
INSURANCE, DO YOU?



I BELIEVE  
YOU'VE MET  
HAWKEYE, BLADE,  
THE PUNISHER AND  
JAMES RHODES.

OH MY  
GOD.





IS THIS IT?  
THE **HEROES**  
RETURN?

YOU'RE JUST  
A BUNCH OF JOCKS  
PUMPED-UP ON **HULK-**  
**DRUGS**. DO YOU  
HONESTLY THINK YOU  
EVEN STAND A  
CHANCE HERE?



I'M TONY STARK'S  
**BROTHER**, YOU IDIOTS.  
I BUILT MYSELF A **NANITE**  
**FORCE-FIELD** AND IT'S  
TWINKLING WITH  
SUPER-POWERS.

I WAS **NEVER**  
GOING TO RISK  
A MISSION THIS  
IMPORTANT...



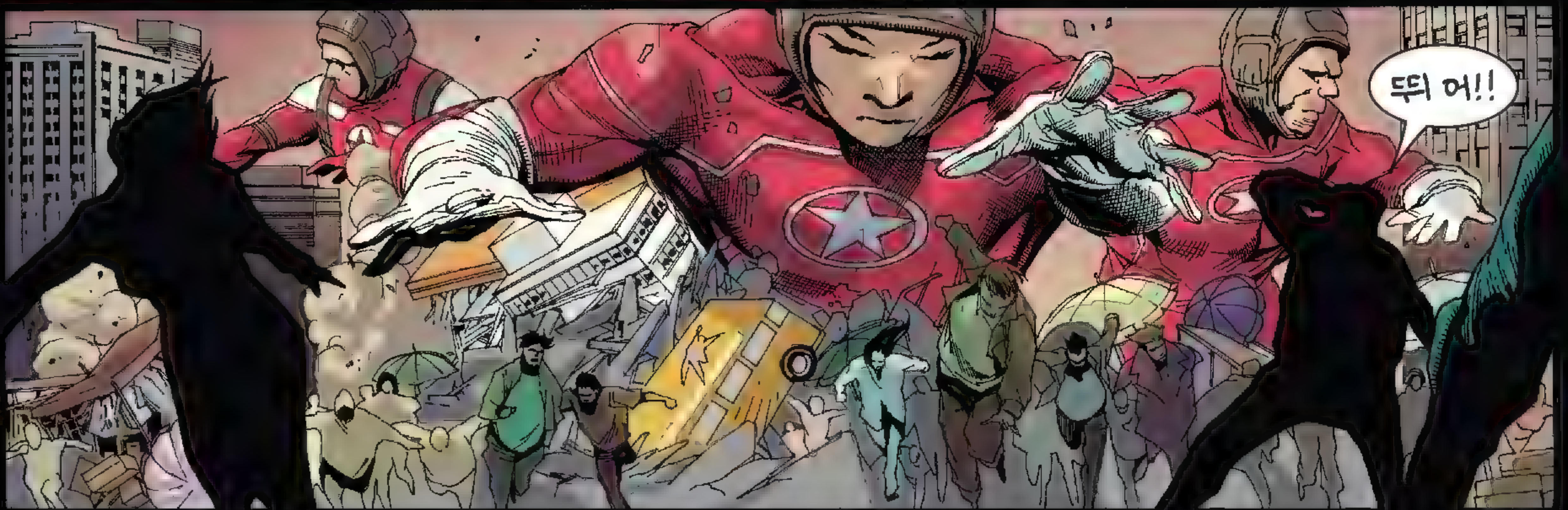
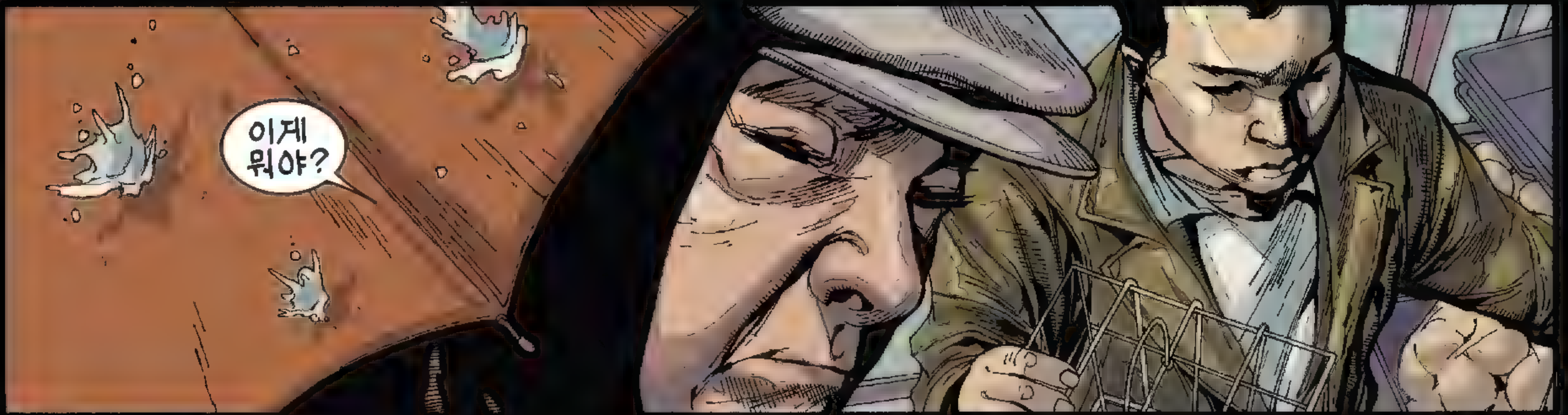




PYONGYANG, NORTH KOREA:

이제  
무슨 종류의  
가격인가요?  
날 쫓아 안 달  
이냐?

고양이들  
위해  
못내요!





KIM IL-SUNG SQUARE, PYONGYANG

"HOW MANY SUPERS  
DID YOU BUILD  
FOR THEM, STARK?"

"ABOUT A HUNDRED,  
I THINK. MAYBE MORE,  
MAYBE LESS."

"IS THE SPIDER IN  
THERE? IS THIS WHAT  
HE WAS MADE FOR?"

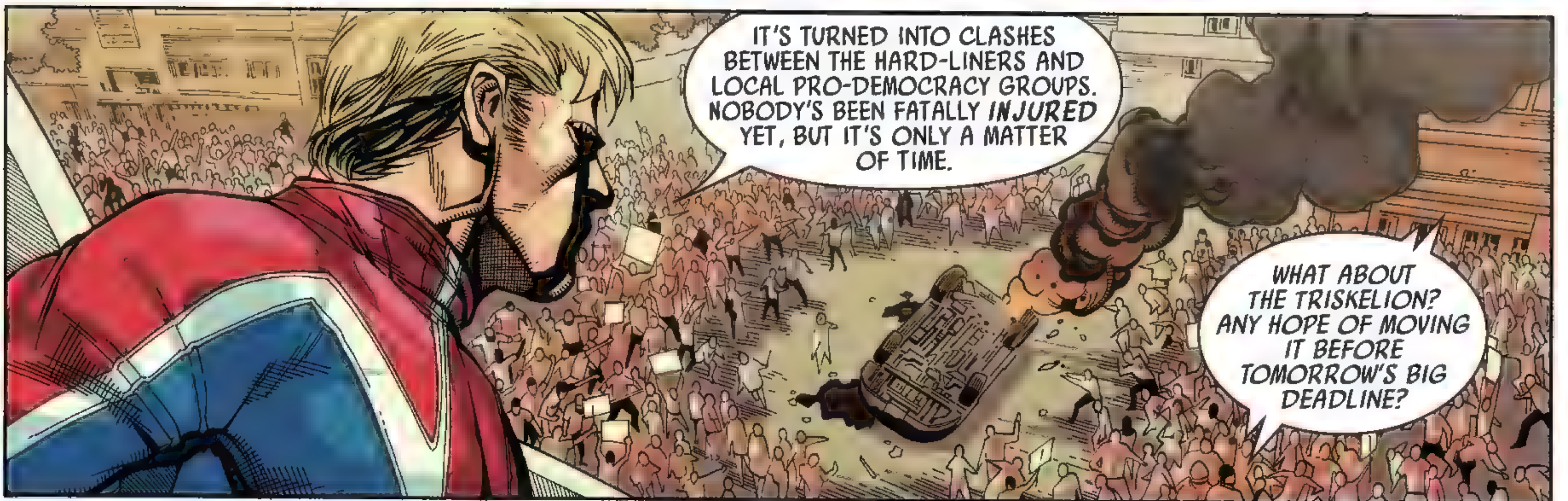
"OH, HE'S MORE  
THAN JUST IN  
THERE, GENERAL."

"HE'S  
LEADING  
THEM..."

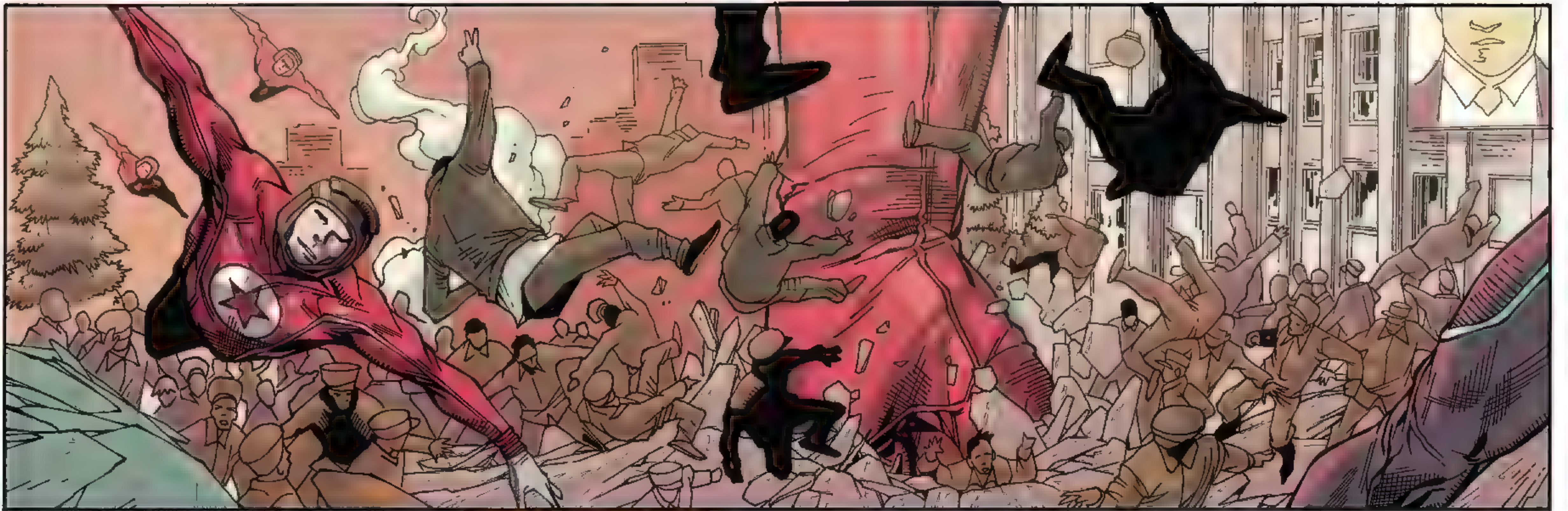
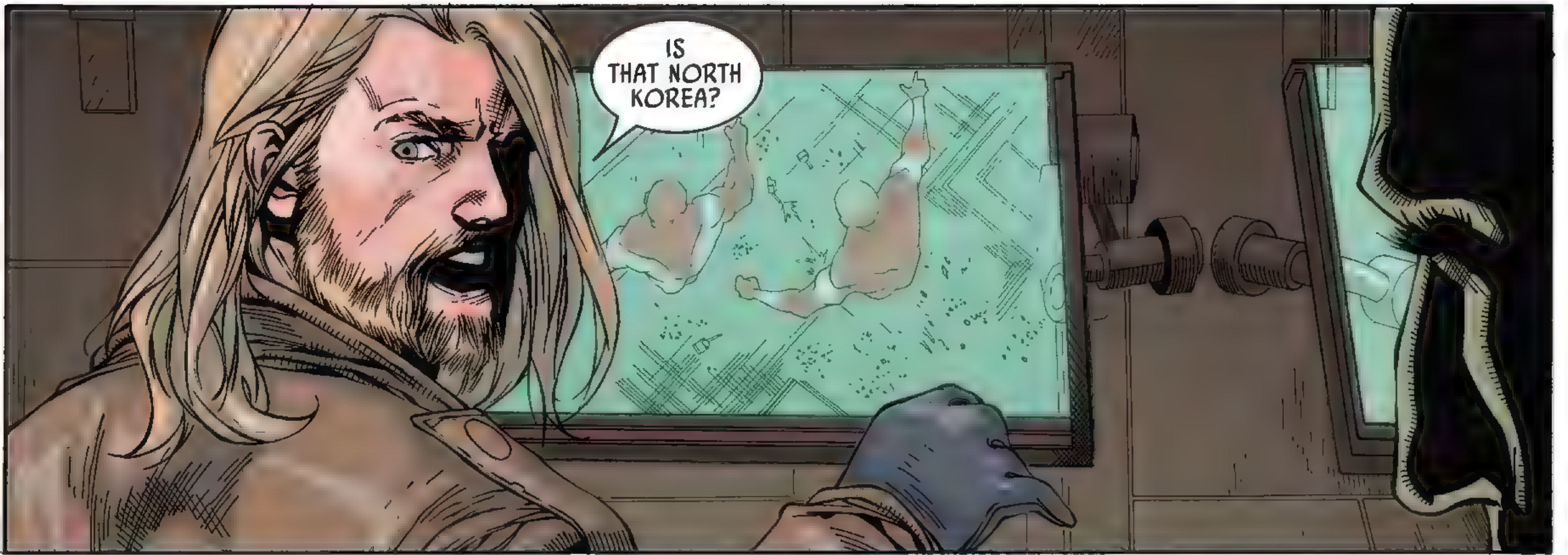
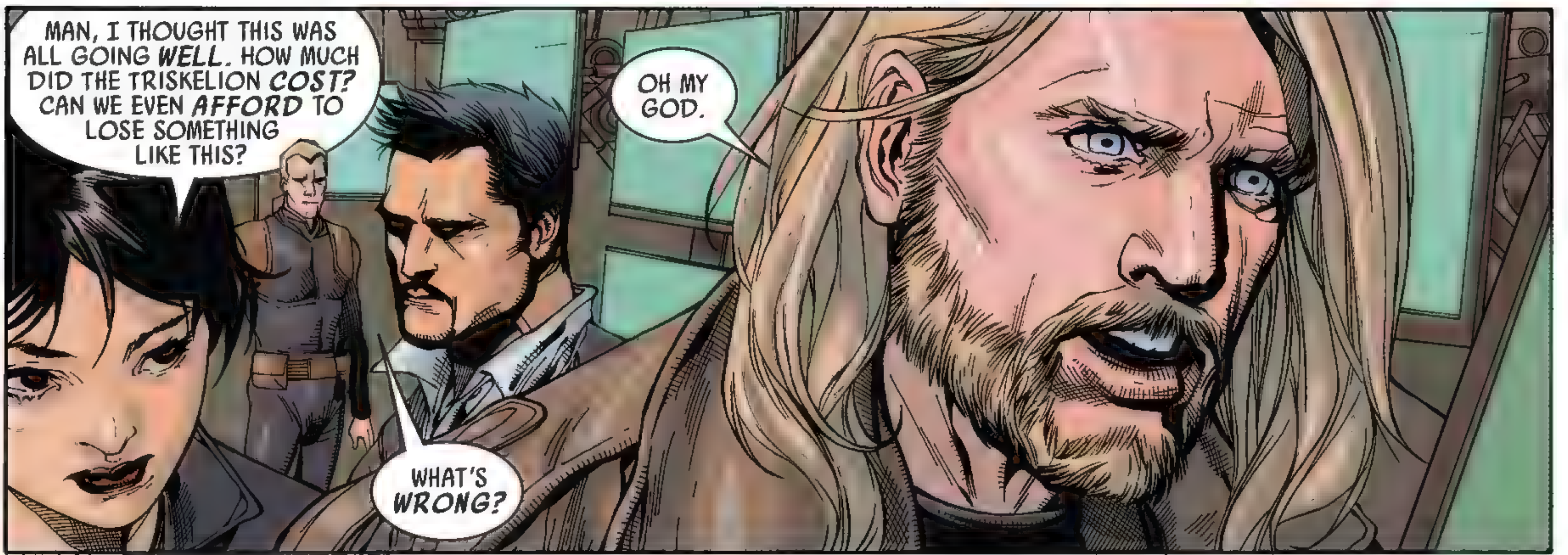
"THIS IS  
EVERYTHING I  
GREW HIM FOR."

GET READY  
FOR A LITTLE  
PEOPLE POWER,  
MISTER SUNG!!











GREGORY,  
WHAT'S HAPPENING?  
WE'RE GETTING PICTURES  
FROM NORTH KOREA,  
BUT NOBODY'S  
MOBILIZING US.

THIS ISN'T AN  
EXTERNAL ATTACK,  
TONY. THIS IS AN  
UPRISING FROM THE  
LOCAL POPULATION.  
WE CAN'T GET  
INVOLVED IN INTERNAL  
DISPUTES WITHOUT A  
U.N. RESOLUTION.



ARE YOU OUT  
OF YOUR MIND?  
WE DON'T HAVE  
TIME.

THIS ISN'T THE  
OLD WEST, TONY.  
YOU'RE AN AUTHORIZED  
AGENT OF THE U.S.  
GOVERNMENT NOW AND OUR  
INTERVENTION BREACHES  
INTERNATIONAL LAW.

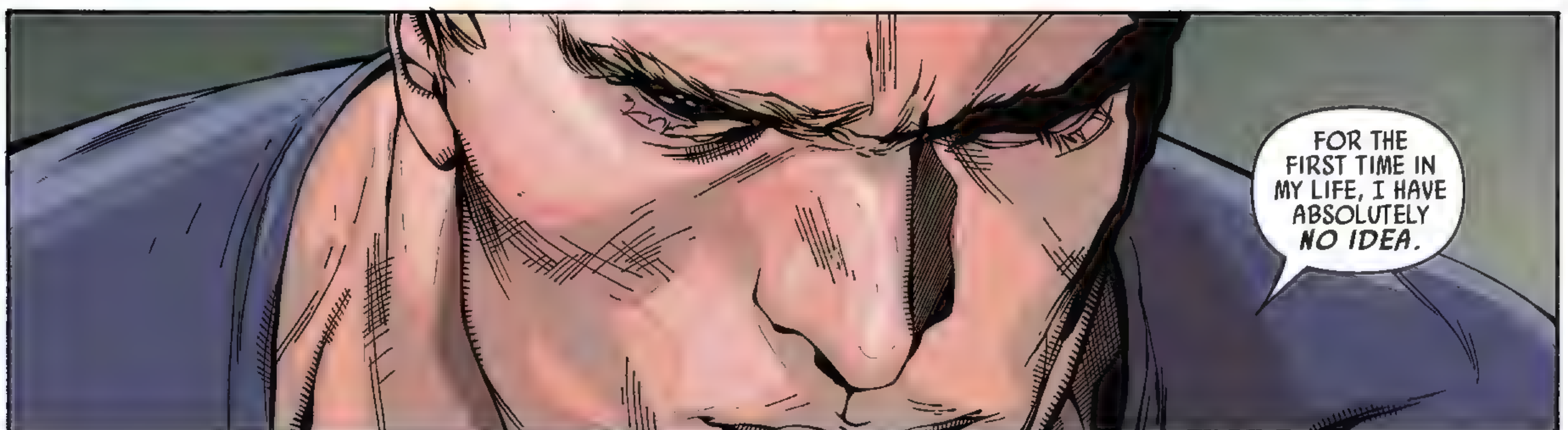
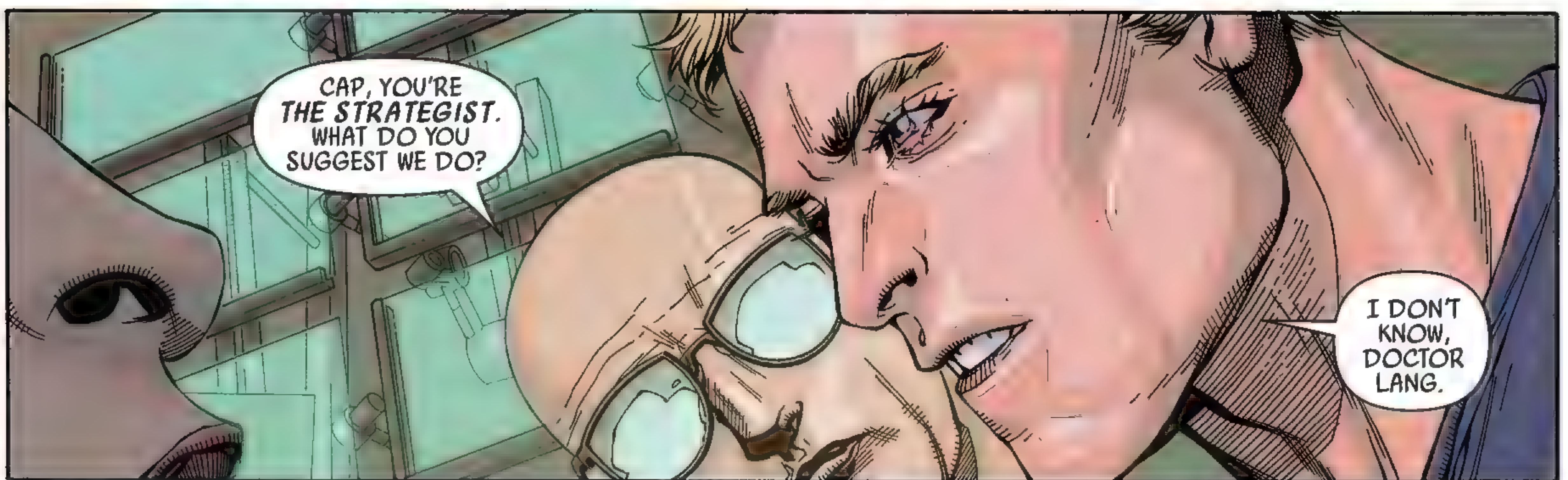
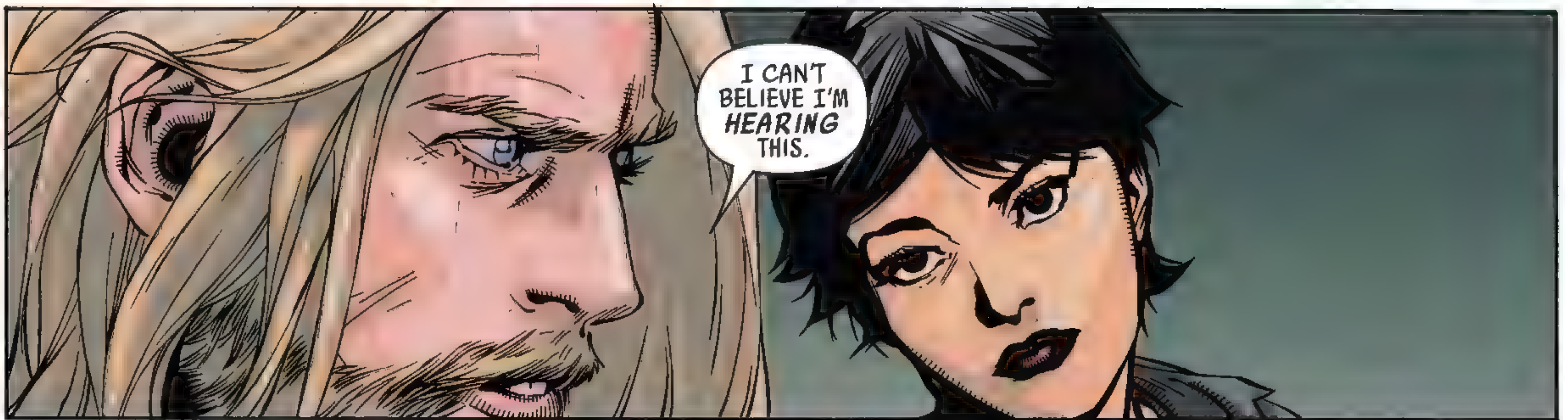
I'M TALKING  
TO THE U.N. NOW AND  
I'LL BE IN TOUCH IF  
YOU'RE NEEDED. IN THE  
MEANTIME, JUST STAY  
BY THE PHONE AND BE  
A GOOD BOY,  
HUH?



UNGH!





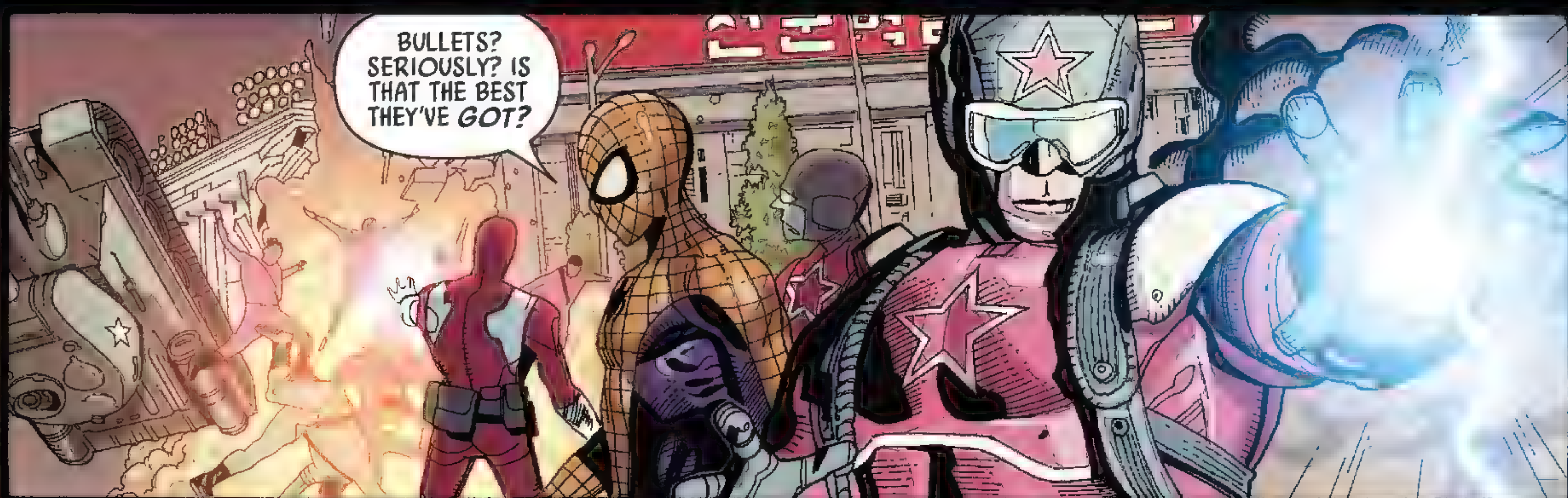




PYONGYANG:



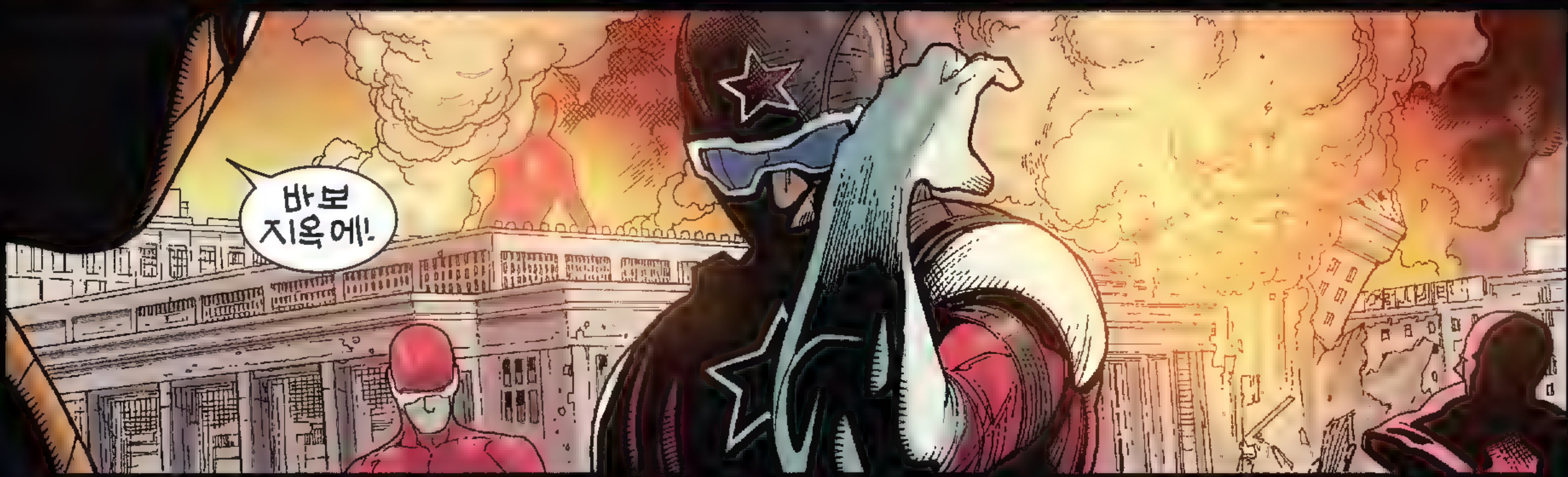
BULLETS?  
SERIOUSLY? IS  
THAT THE BEST  
THEY'VE GOT?



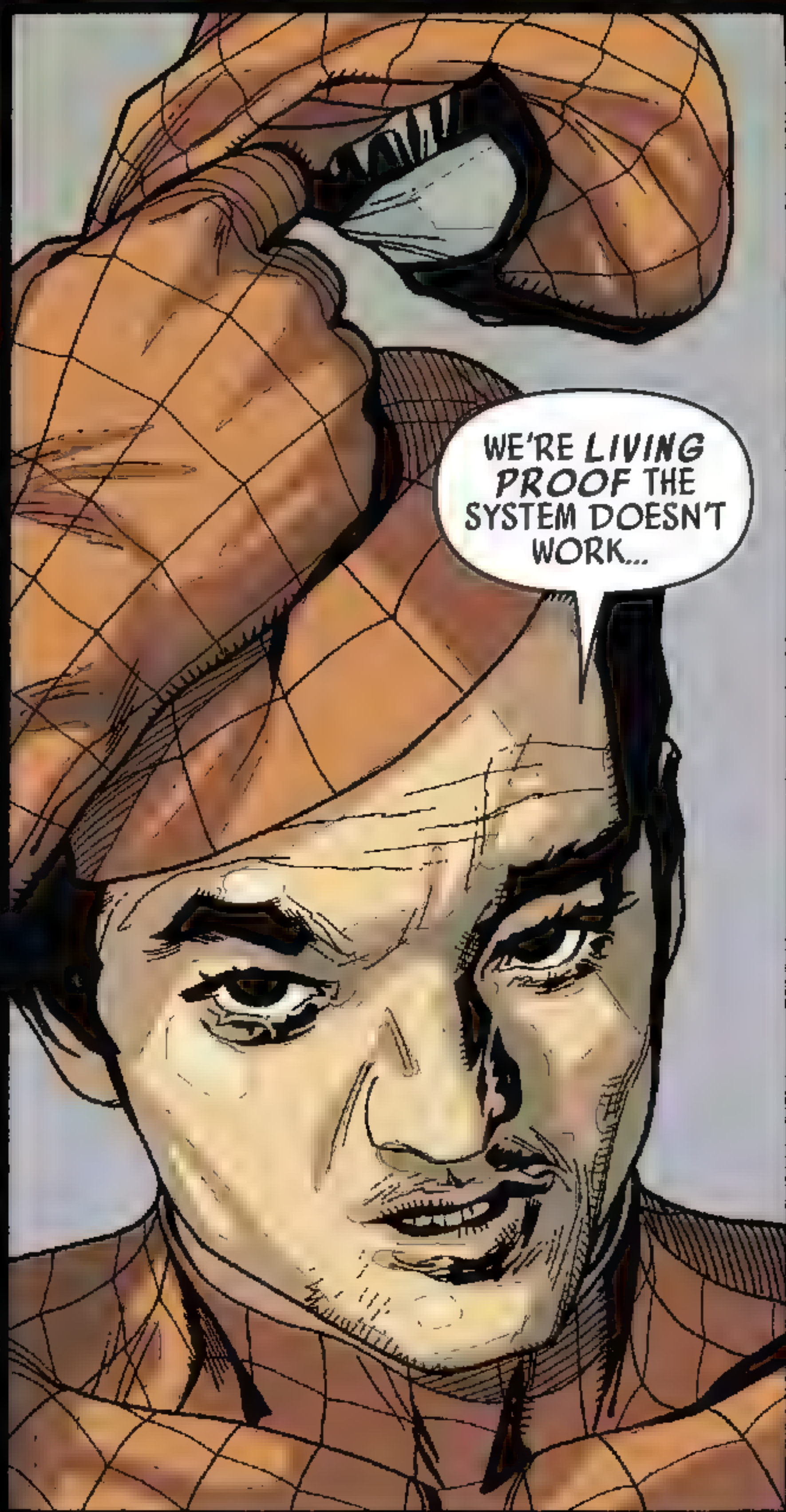
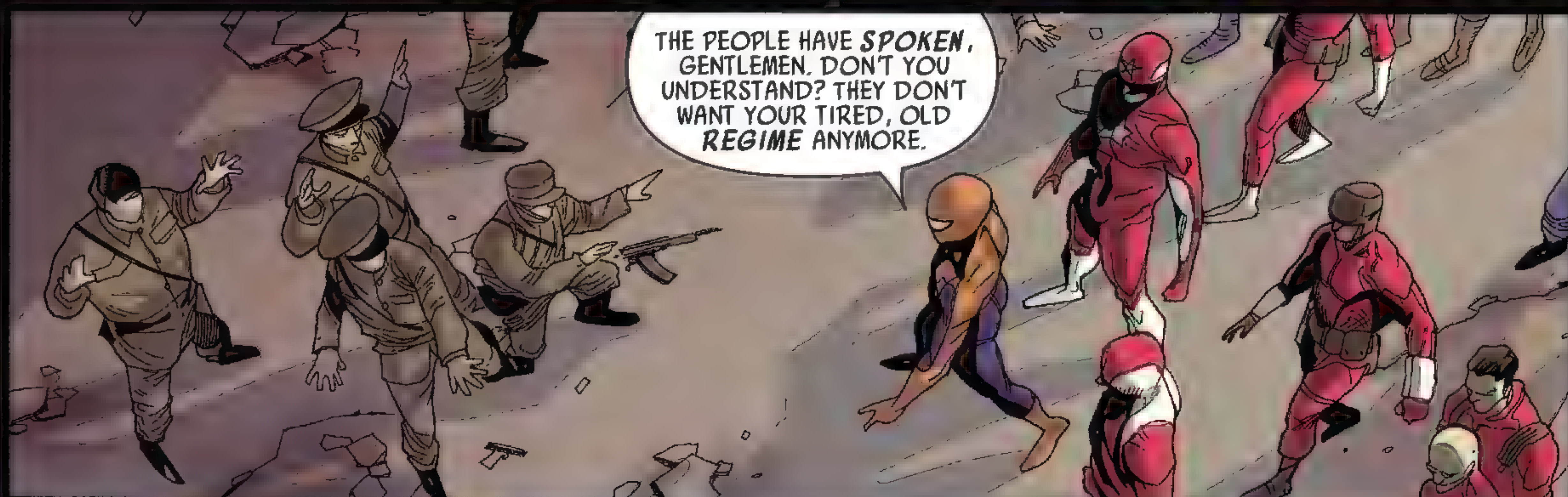
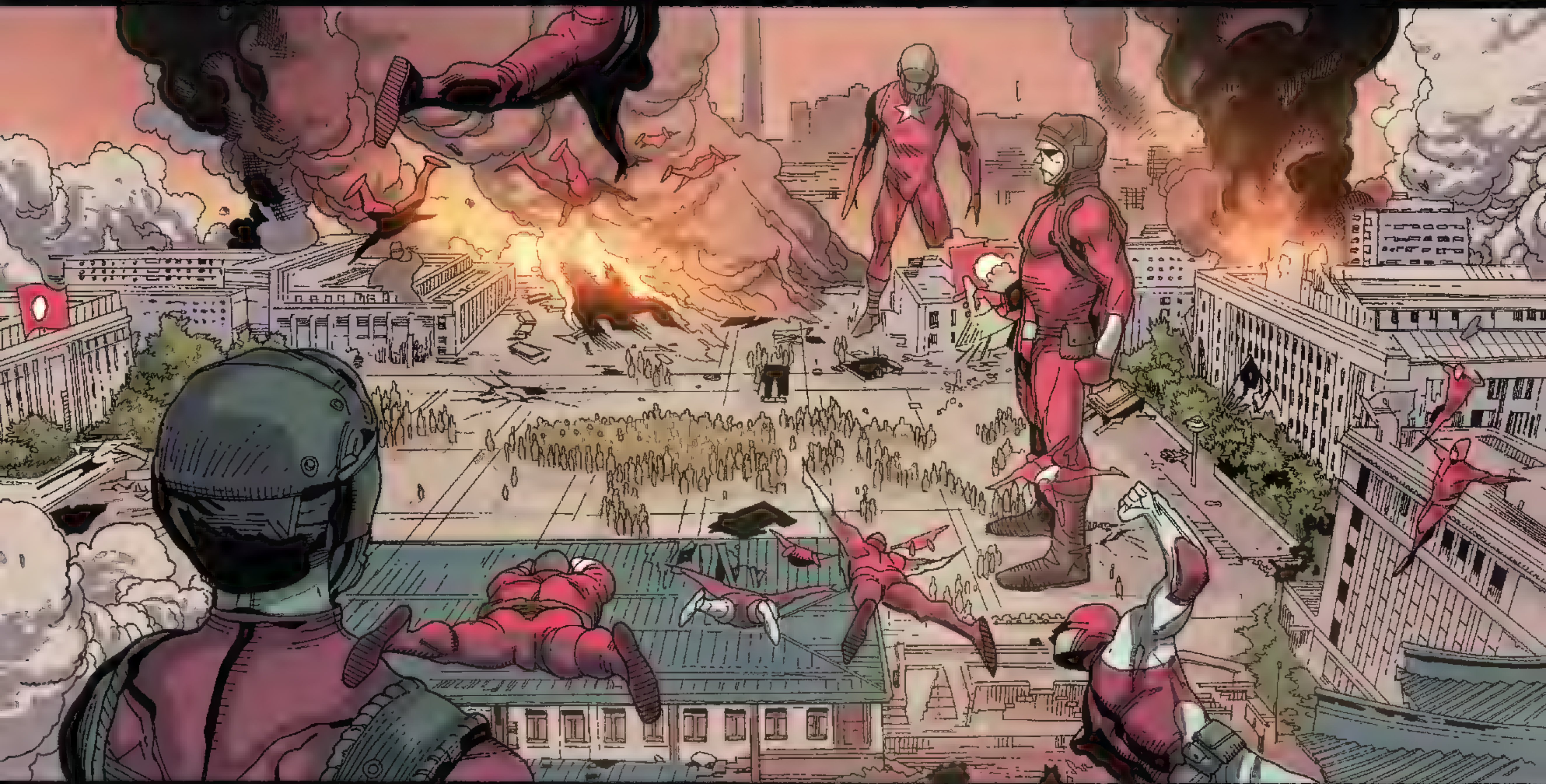
당신이 너무  
쉽게 만들  
어라!



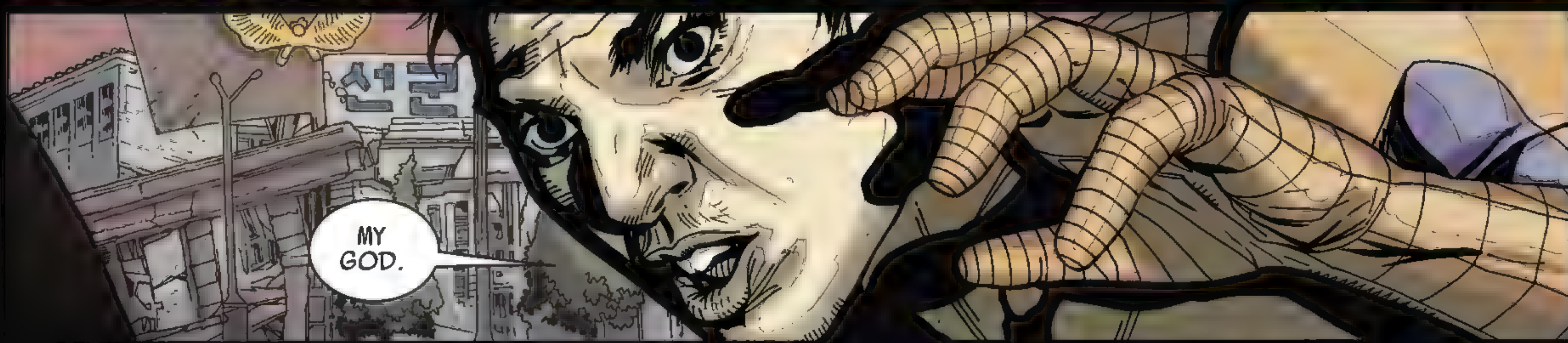
바보  
지옥에!















ARE YOU OUT  
OF YOUR MIND? DO  
YOU REALIZE HOW MANY  
INTERNATIONAL LAWS  
YOU JUST BROKE JUST  
BY SHOWING UP  
HERE?

NONE.

YOU HAVE  
NOTHING TO DO WITH  
THE ANTI-GOVERNMENT  
UNDERGROUND. YOU'RE  
HERE ON THE ORDERS OF  
GREGORY STARK.

WHAT?  
HOW COULD  
YOU KNOW ABOUT  
THAT? WHO COULD  
HAVE POSSIBLY  
TOLD YOU?











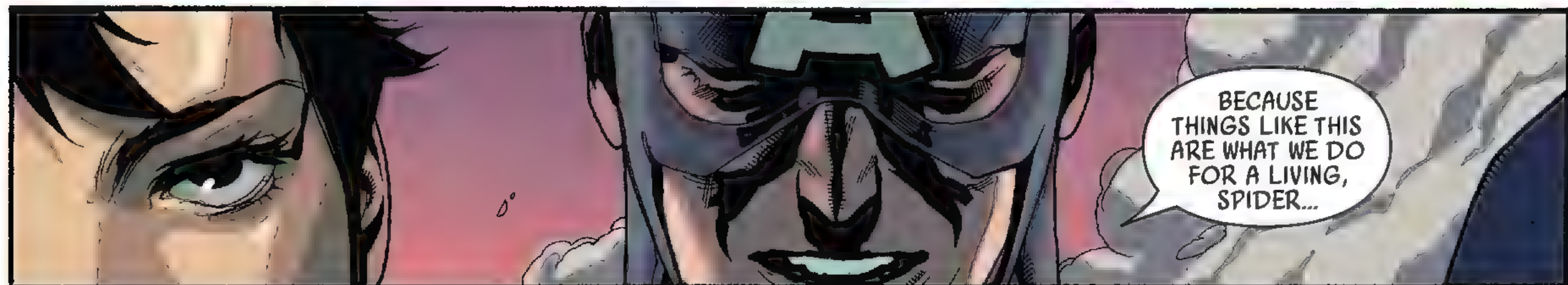
PYONGYANG,  
 NORTH KOREA:



WELL, YOU'LL  
 HAVE TO EXCUSE  
 US FOR NOT **SHAKING**  
 IN OUR **BOOTS**,  
 CAPTAIN. OR HAVEN'T  
 YOU NOTICED?



THERE'S NINE  
 OF YOU AND A  
 HUNDRED OF US. WHAT  
 MAKES YOU THINK YOU  
 EVEN STAND A **CHANCE**  
 AGAINST SUCH  
 IMPOSSIBLE ODDS?



BECAUSE  
 THINGS LIKE THIS  
 ARE WHAT WE DO  
 FOR A LIVING,  
 SPIDER...

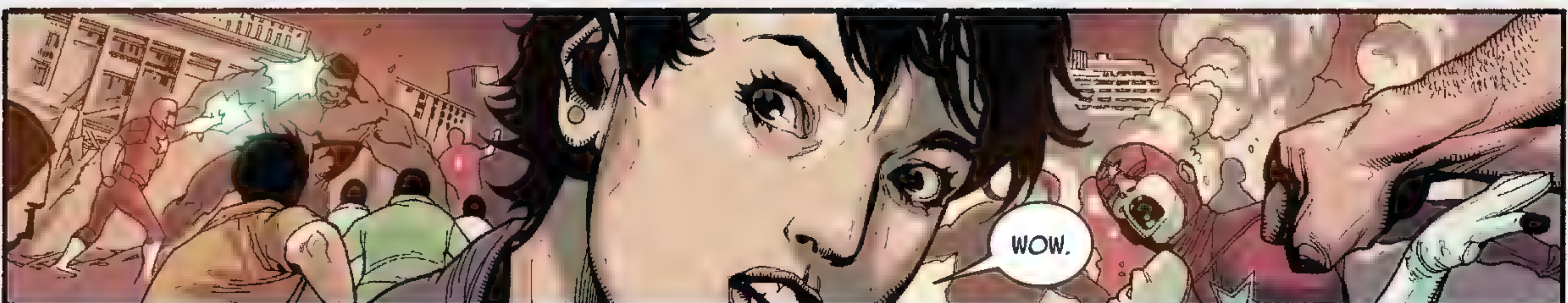


...YOU  
 JUST WALKED  
 OUT OF A LAB  
 IN A HALLOWEEN  
 COSTUME.













DON'T HOLD BACK!

THE S.H.I.E.L.D. HELICARRIER, NEW YORK:

DOCTOR STARK, THE ULTIMATES HAVE ENGAGED WITH OUR AGENTS IN NORTH KOREA. THEY KNOW WHAT WE'VE **DONE**, SIR. THEY FOUND OUT THAT THE PEOPLE'S REVOLUTION IS A S.H.I.E.L.D.-LED PLOT.

IDIOTS! I NEED TO FINISH THIS MYSELF. MAKE SURE NO PICTURES ARE GETTING BROADCAST INTERNATIONALLY. I CAN'T BE ASSOCIATED WITH WHAT I'M ABOUT TO DO.

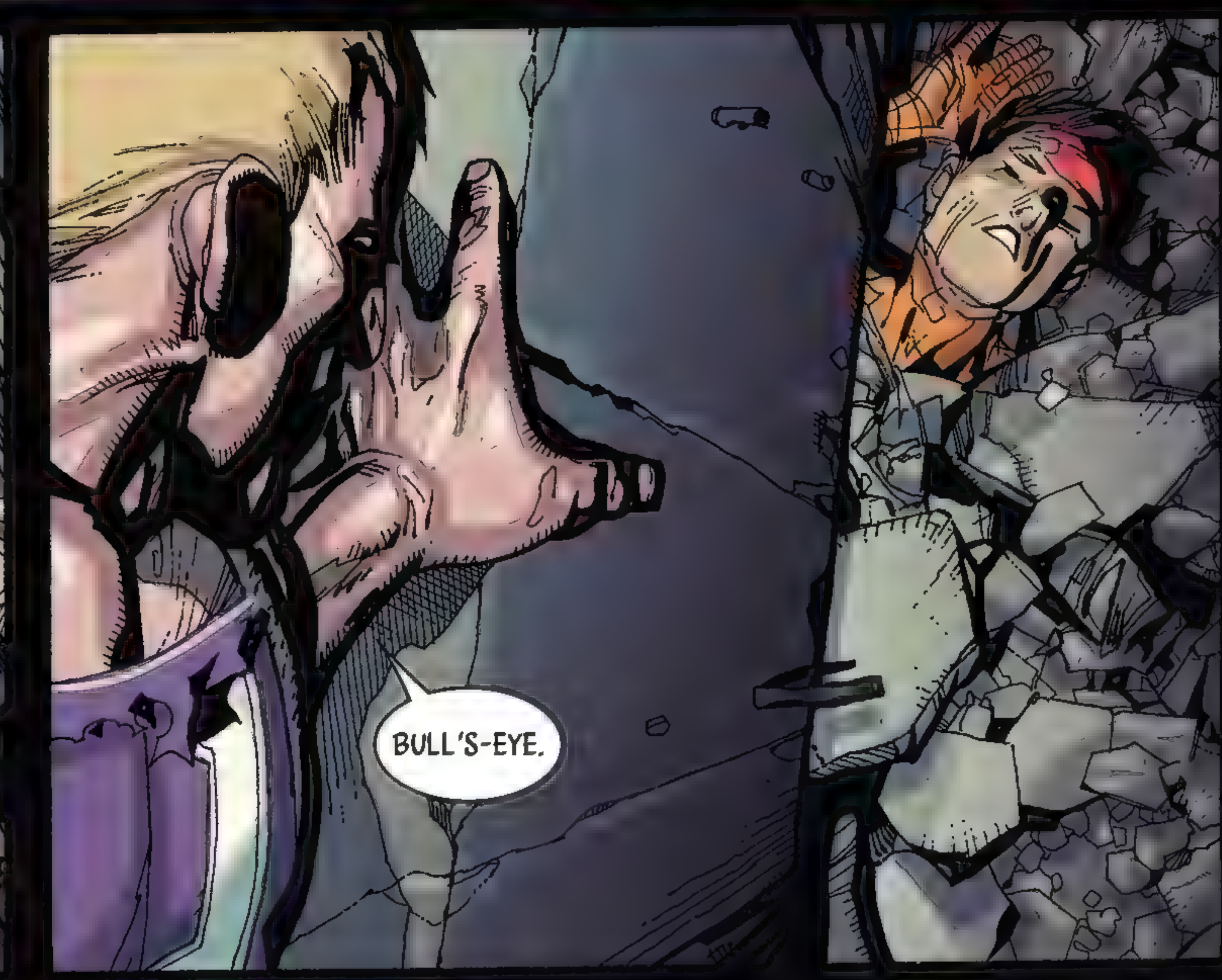
TO BE CONTINUED.



IT LOOKS LIKE I NEED TO GO AND KILL MY BROTHER NOW, GENERAL FURY. YOUR LUCKY DAY, I GUESS.





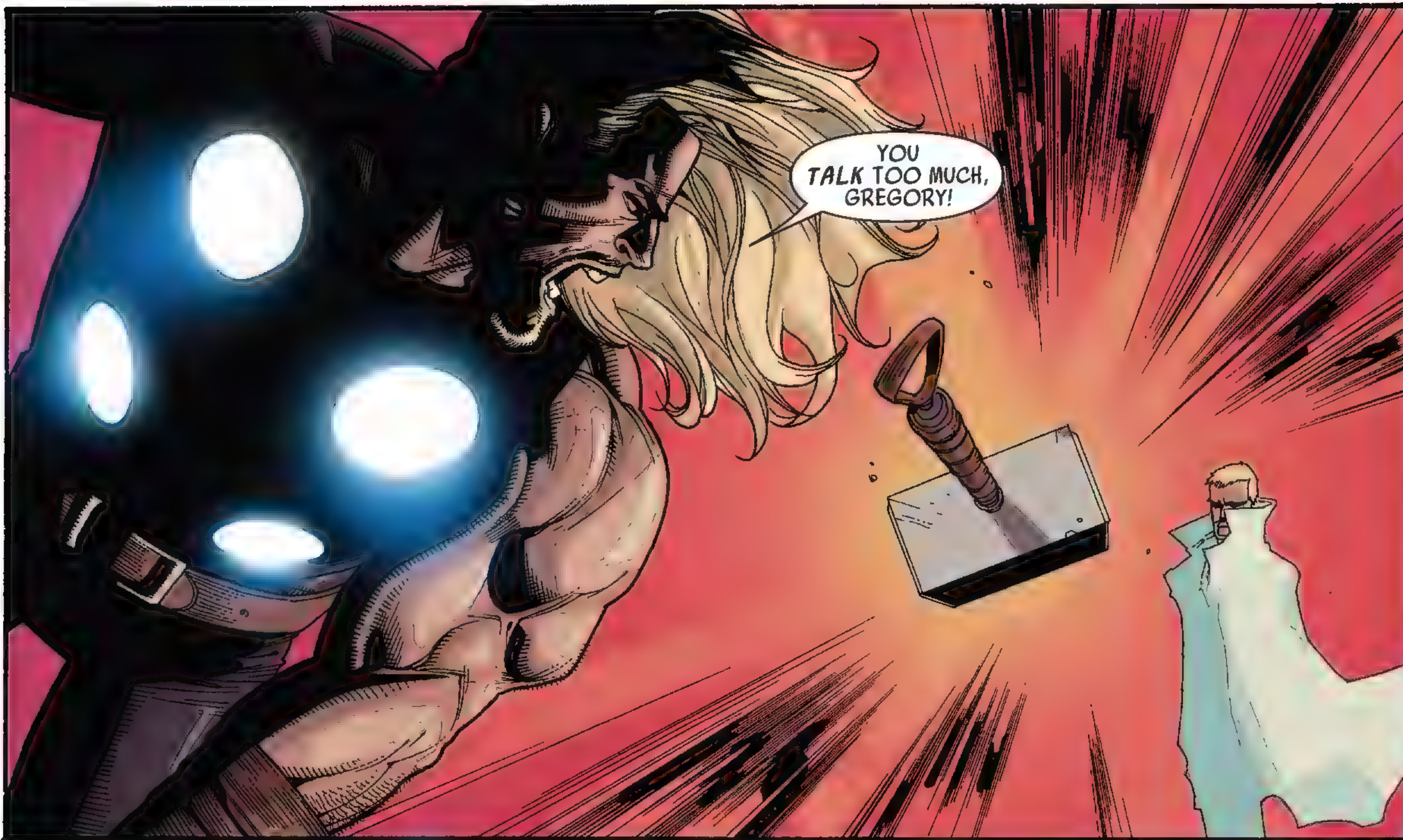






OH, FOR GOD'S SAKE. CAN NONE OF YOU PEOPLE SEE WHAT I'M *DOING*? WILL NOBODY STAND BACK AND TAKE A LOOK AT THE *BIG PICTURE*?

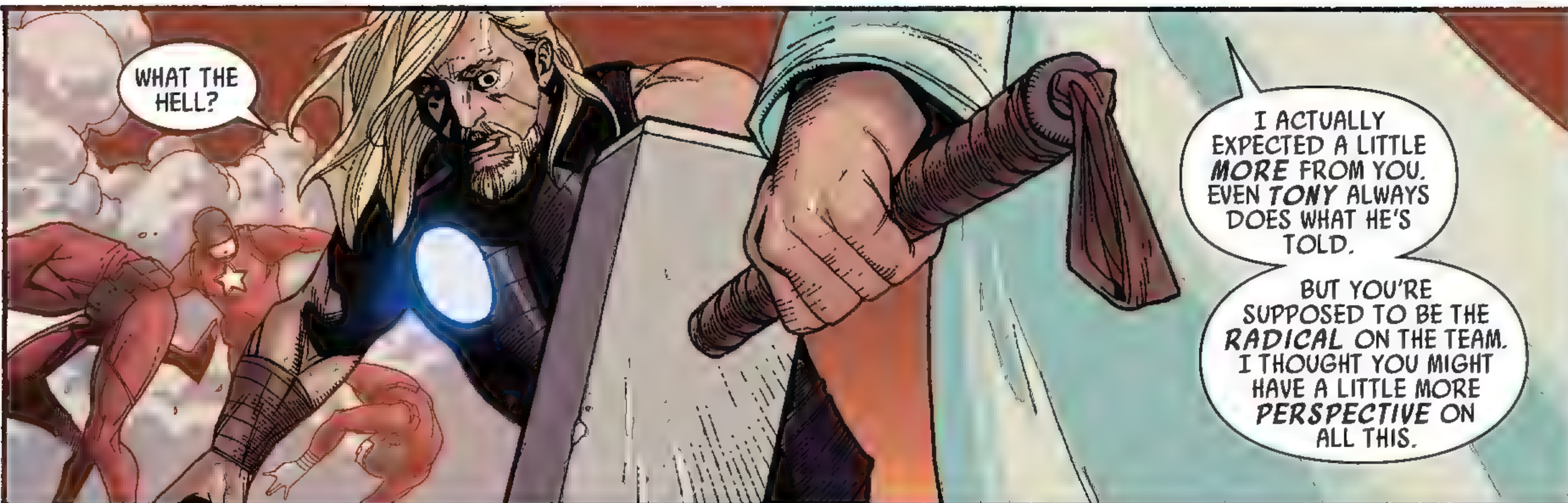
I'M NOT ONE OF YOUR RIDICULOUS SUPER VILLAINS. THIS HAS ALL BEEN PLANNED FOR THE BEST OF *REASONS*. I'M CHANGING THE RULES OF THE *GAME* HERE.



YOU TALK TOO MUCH, GREGORY!



THOR, PLEASE.

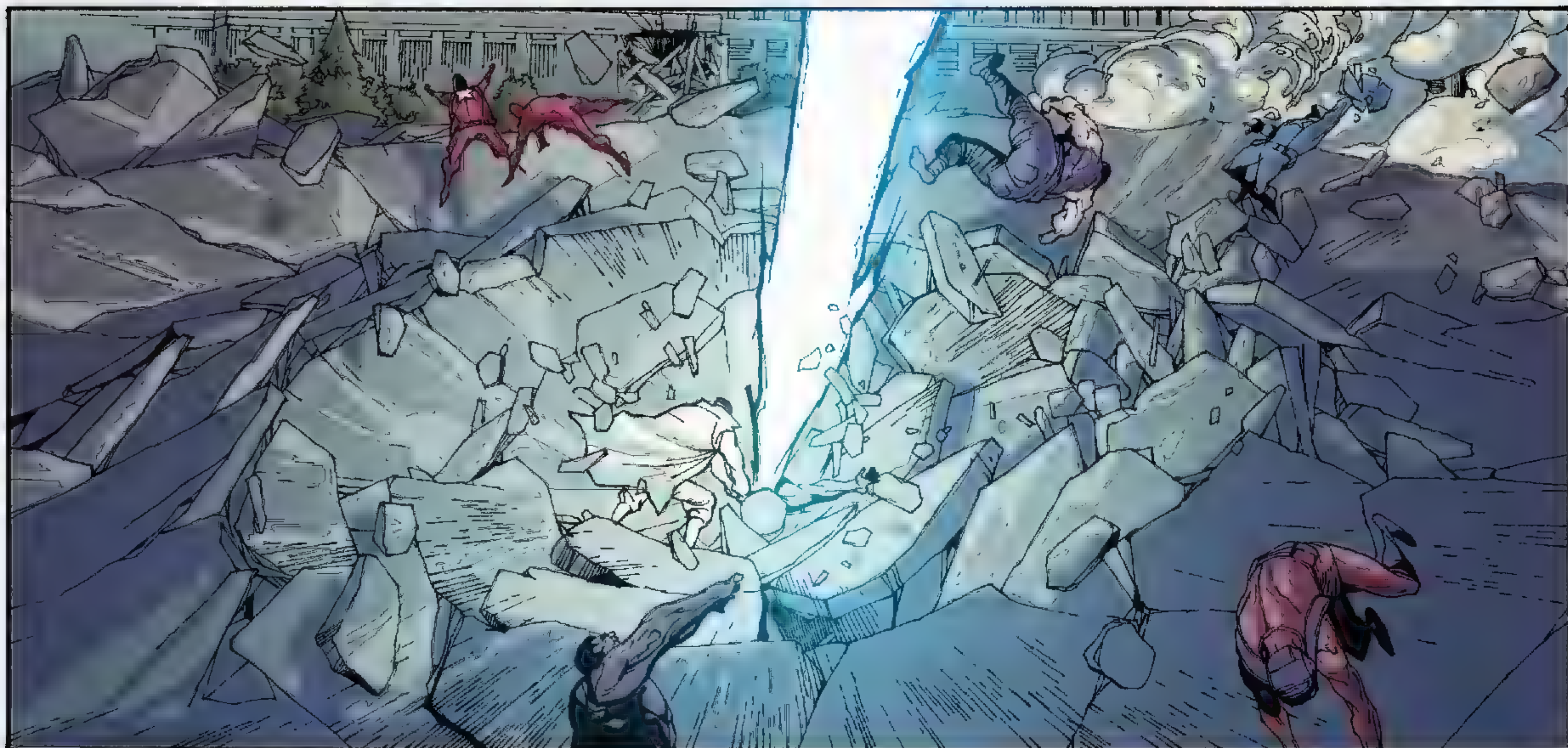
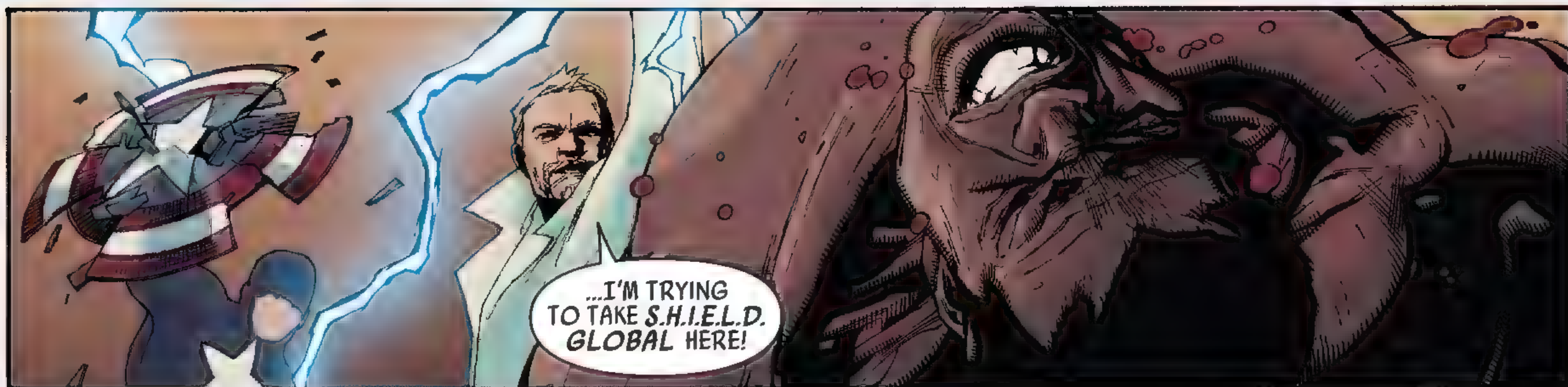
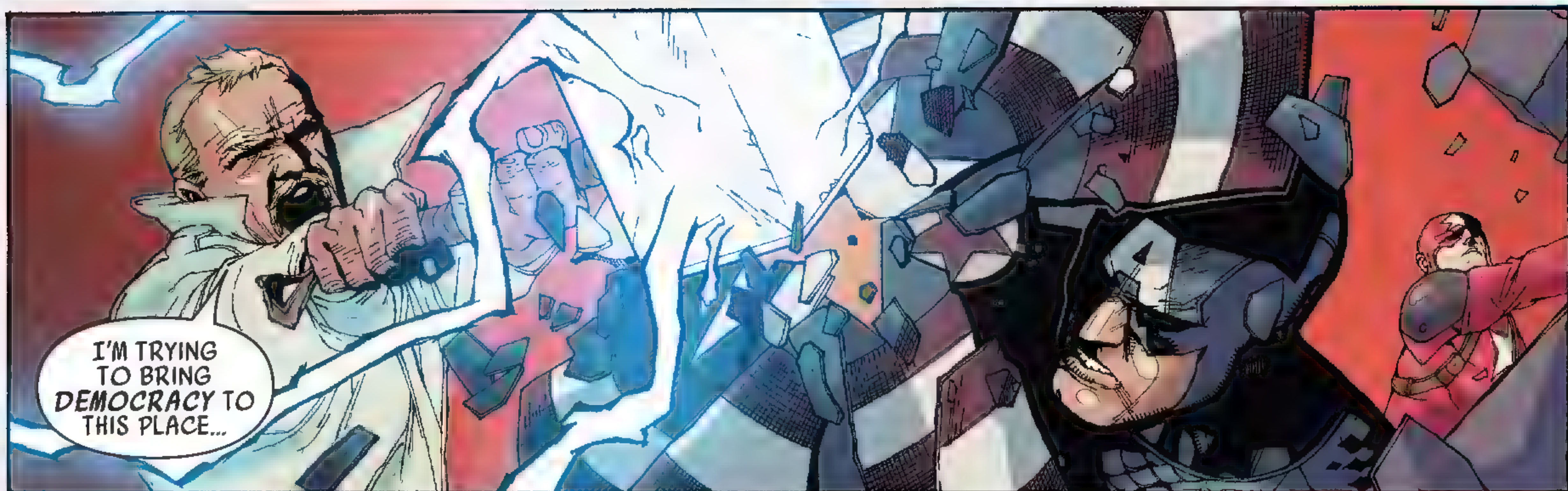
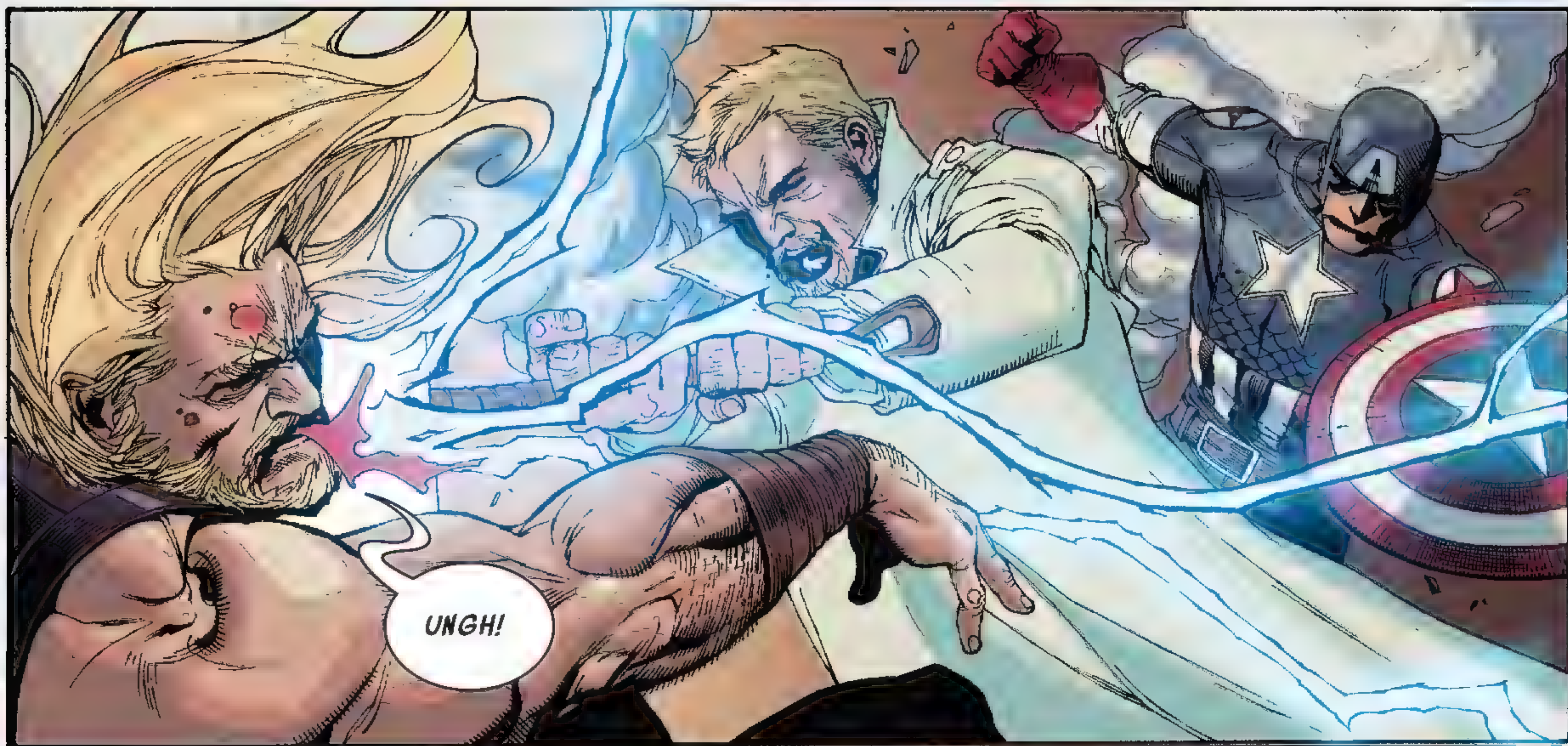


WHAT THE HELL?

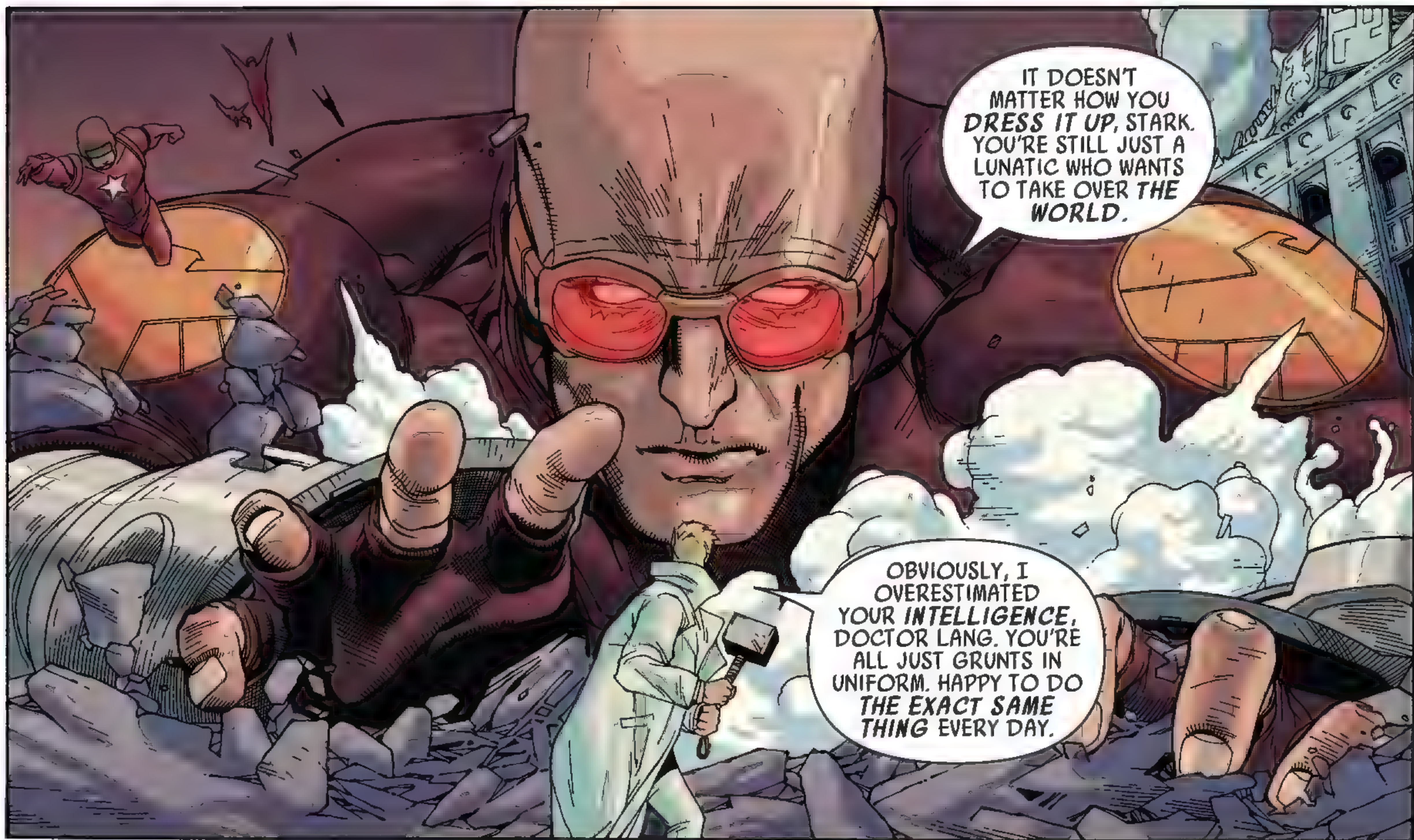
I ACTUALLY EXPECTED A LITTLE *MORE* FROM YOU. EVEN TONY ALWAYS DOES WHAT HE'S TOLD.

BUT YOU'RE SUPPOSED TO BE THE *RADICAL* ON THE TEAM. I THOUGHT YOU MIGHT HAVE A LITTLE MORE *PERSPECTIVE* ON ALL THIS.



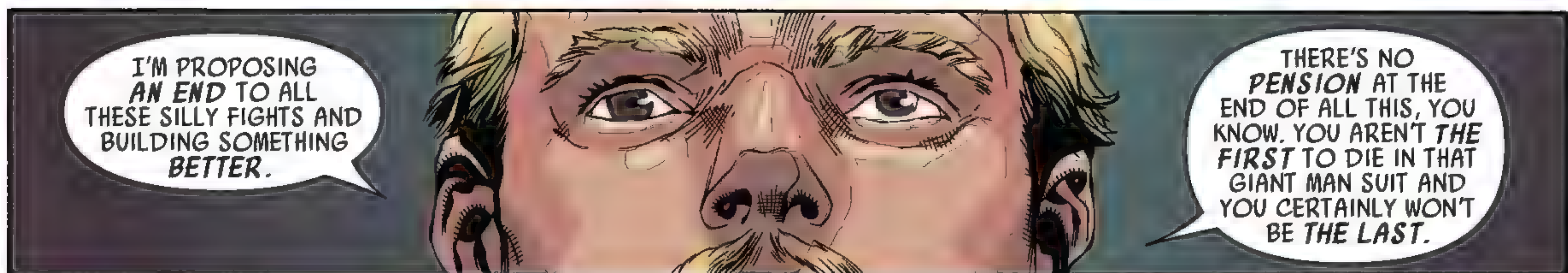






IT DOESN'T  
MATTER HOW YOU  
DRESS IT UP, STARK.  
YOU'RE STILL JUST A  
LUNATIC WHO WANTS  
TO TAKE OVER THE  
WORLD.

OBVIOUSLY, I  
OVERESTIMATED  
YOUR INTELLIGENCE,  
DOCTOR LANG. YOU'RE  
ALL JUST GRUNTS IN  
UNIFORM. HAPPY TO DO  
THE EXACT SAME  
THING EVERY DAY.



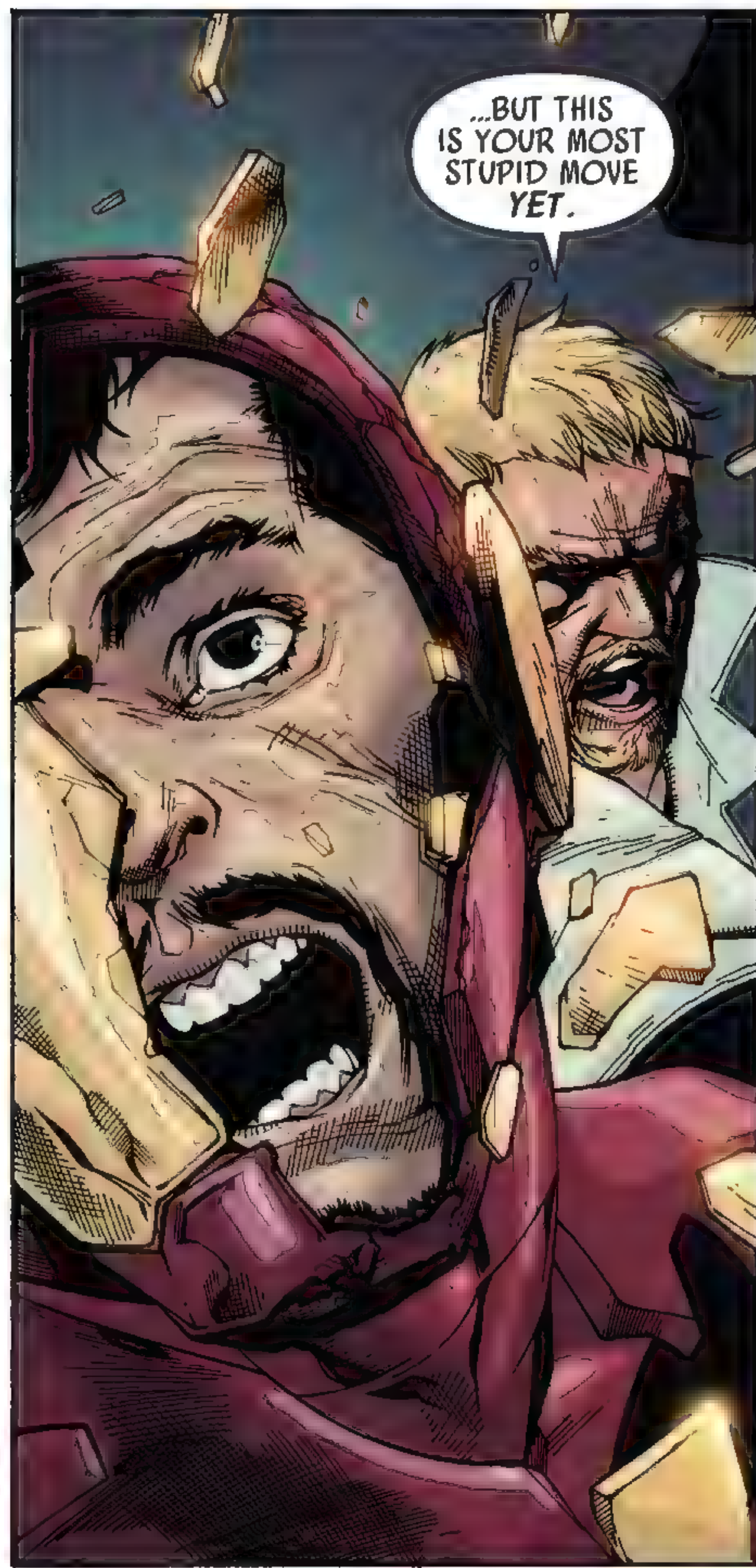
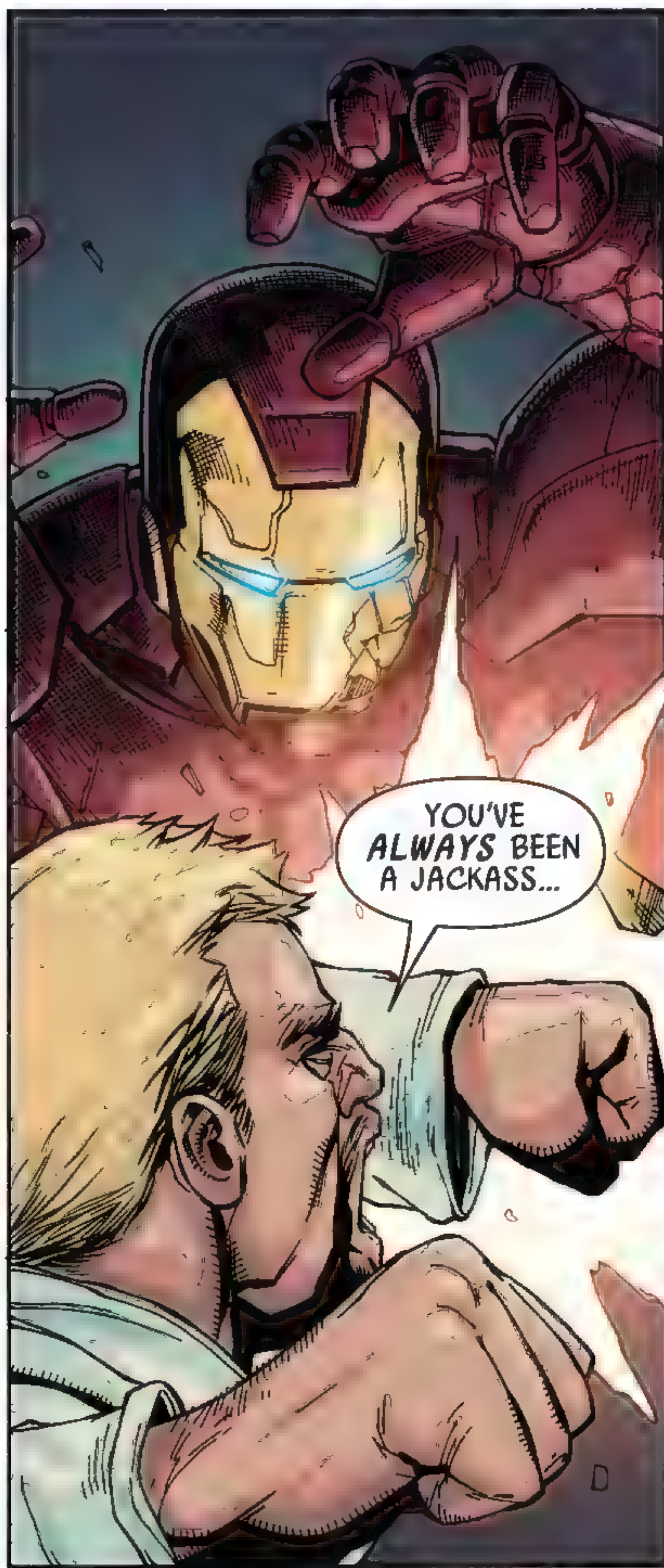
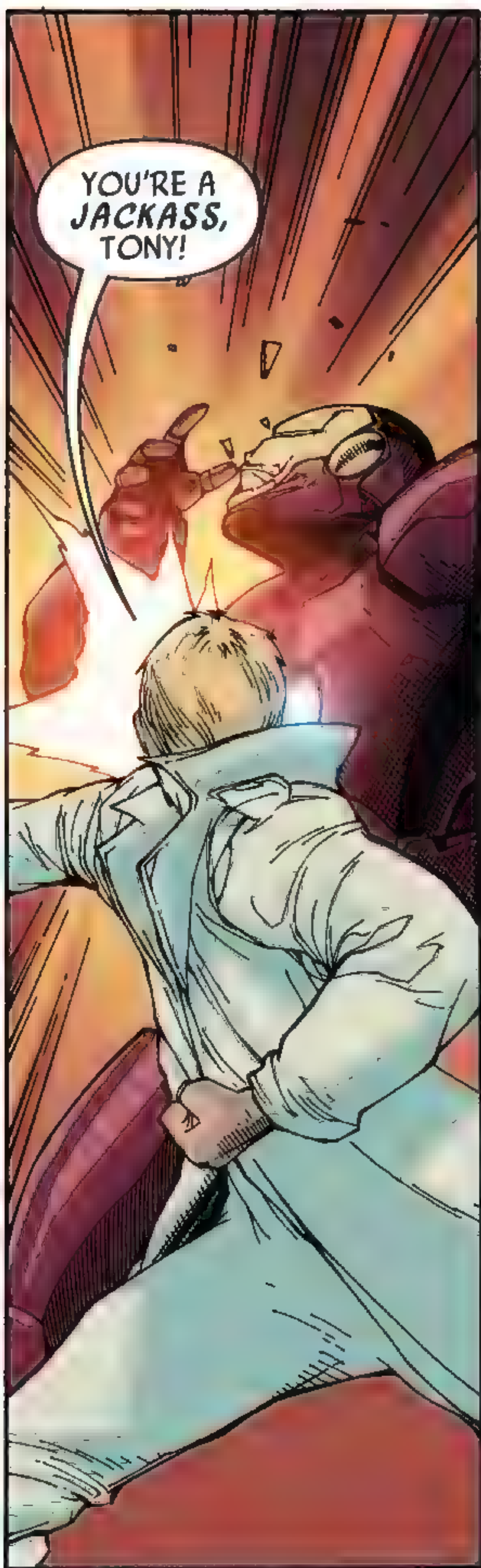
I'M PROPOSING  
AN END TO ALL  
THESE SILLY FIGHTS AND  
BUILDING SOMETHING  
BETTER.

THERE'S NO  
PENSION AT THE  
END OF ALL THIS, YOU  
KNOW. YOU AREN'T THE  
FIRST TO DIE IN THAT  
GIANT MAN SUIT AND  
YOU CERTAINLY WON'T  
BE THE LAST.

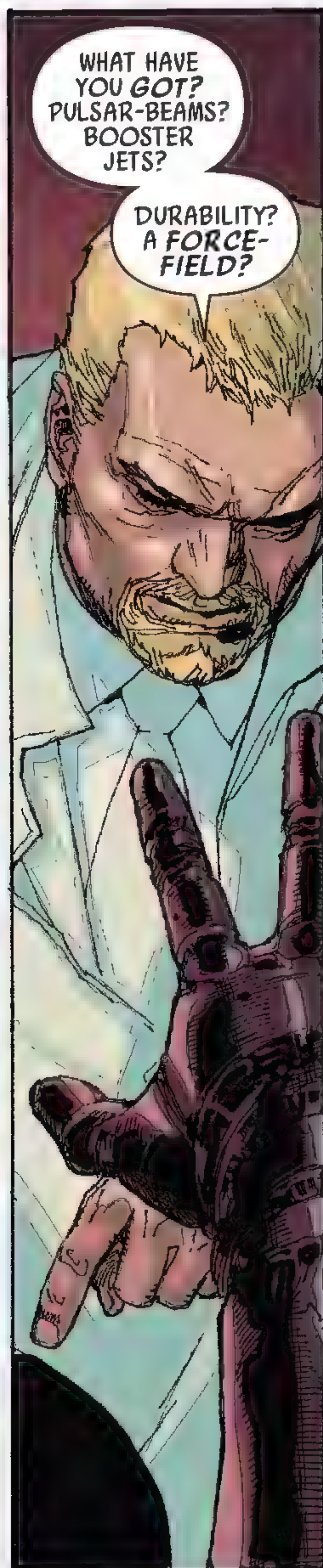
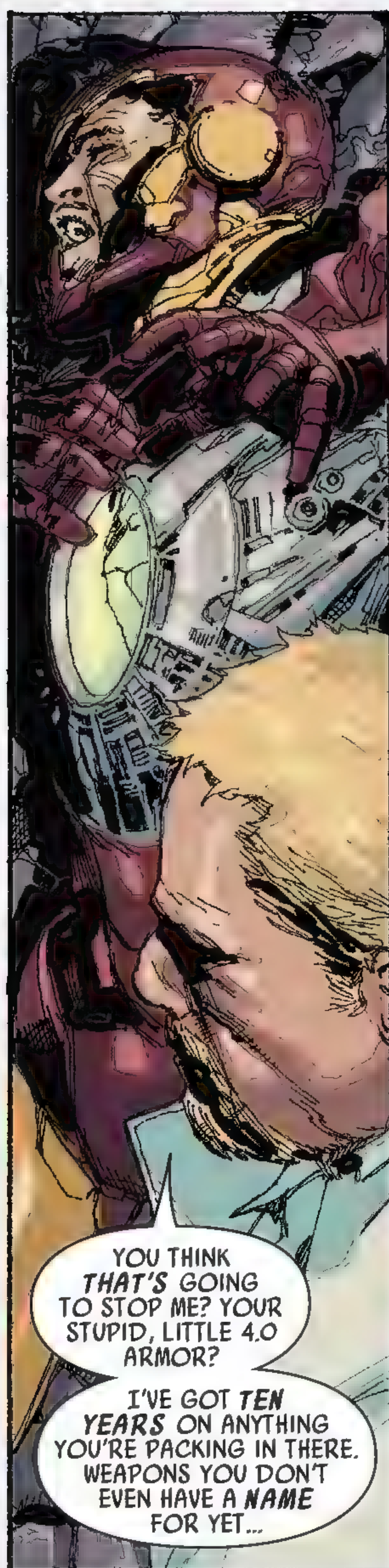
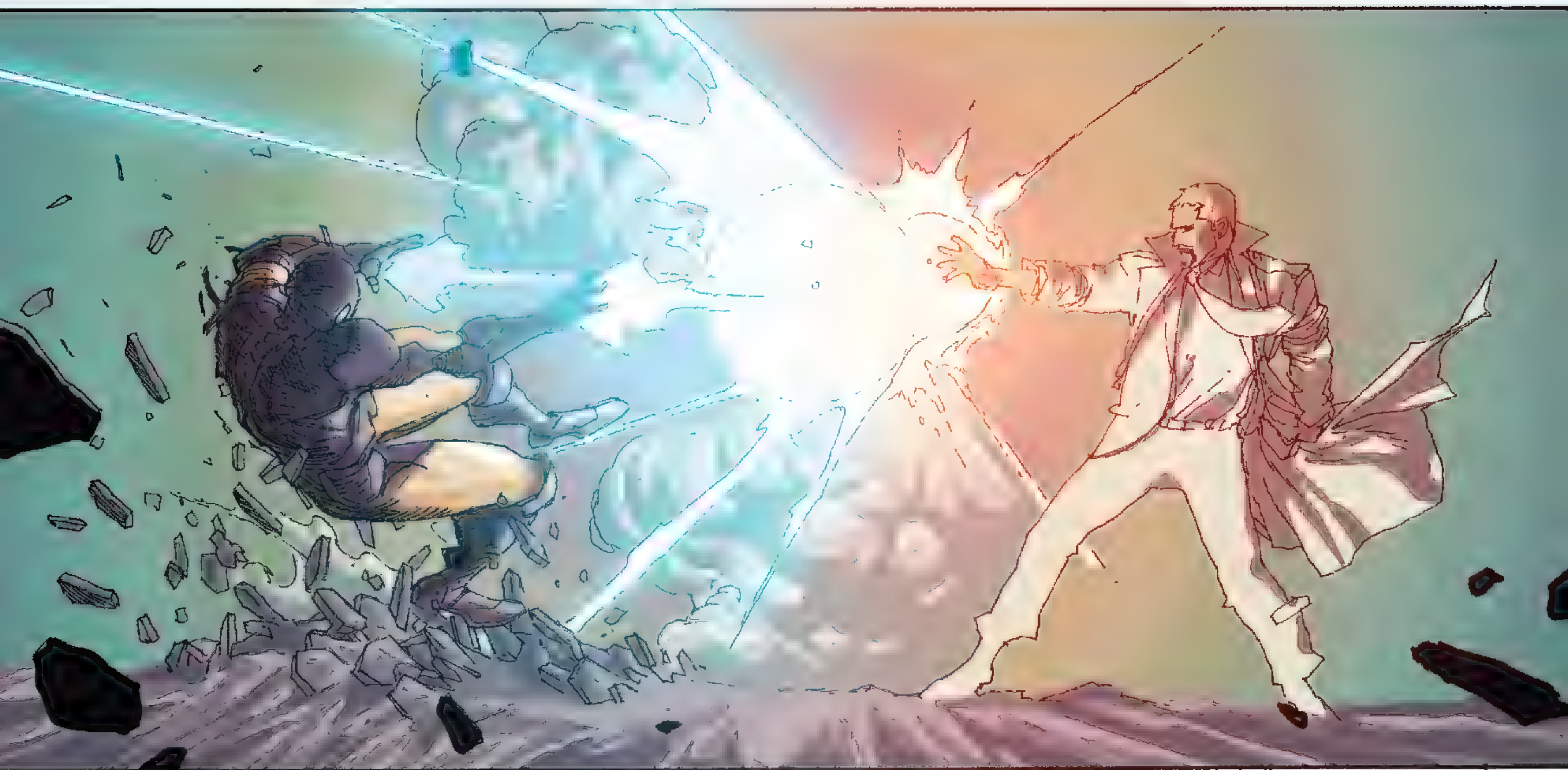


SHUT UP AND STOP TRYING  
TO CREEP HIM OUT,  
GREG. YOU'RE JUST COMING  
ACROSS AS WEIRD.

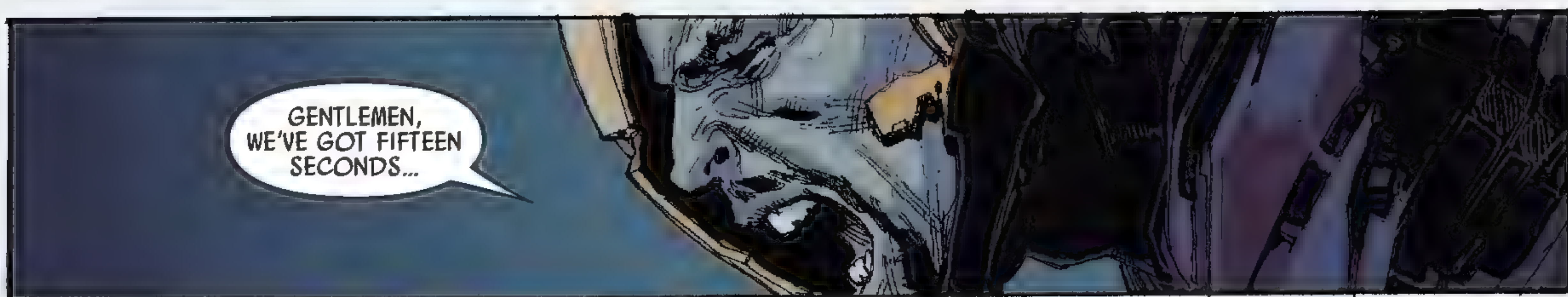
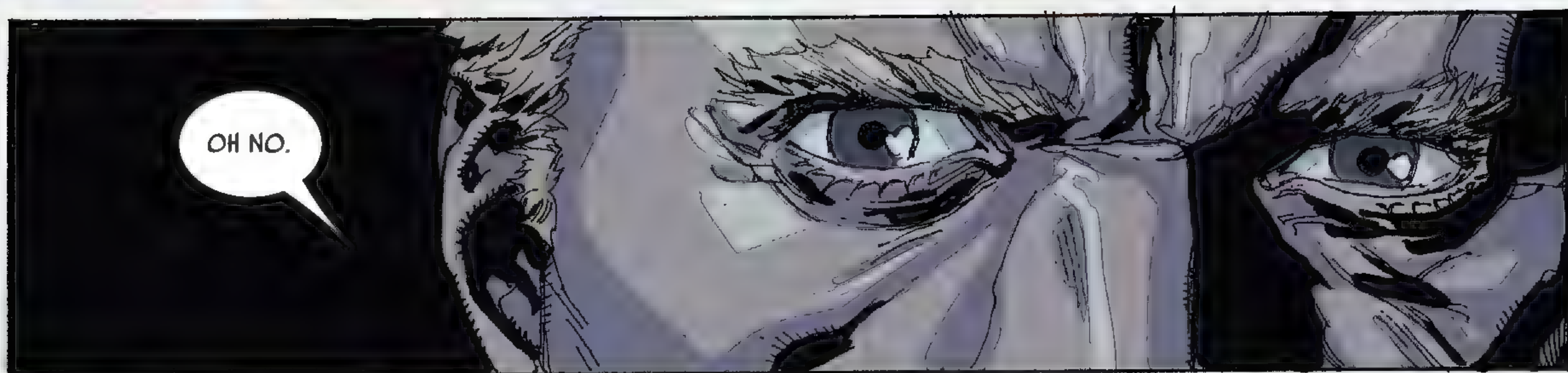
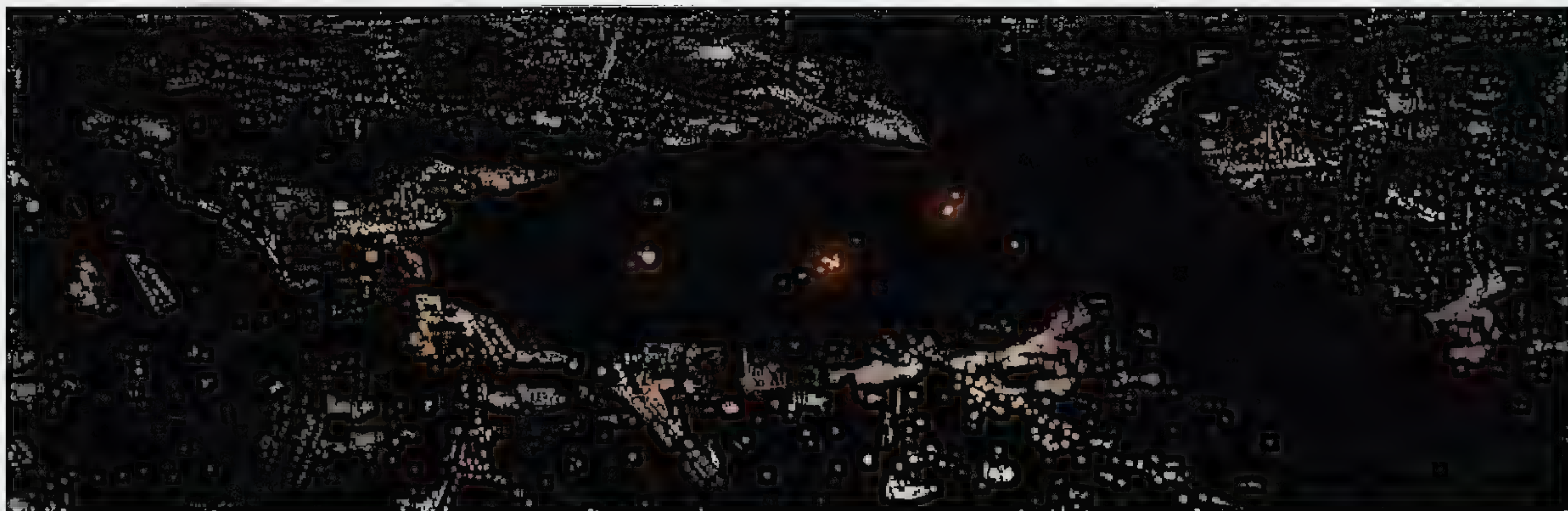








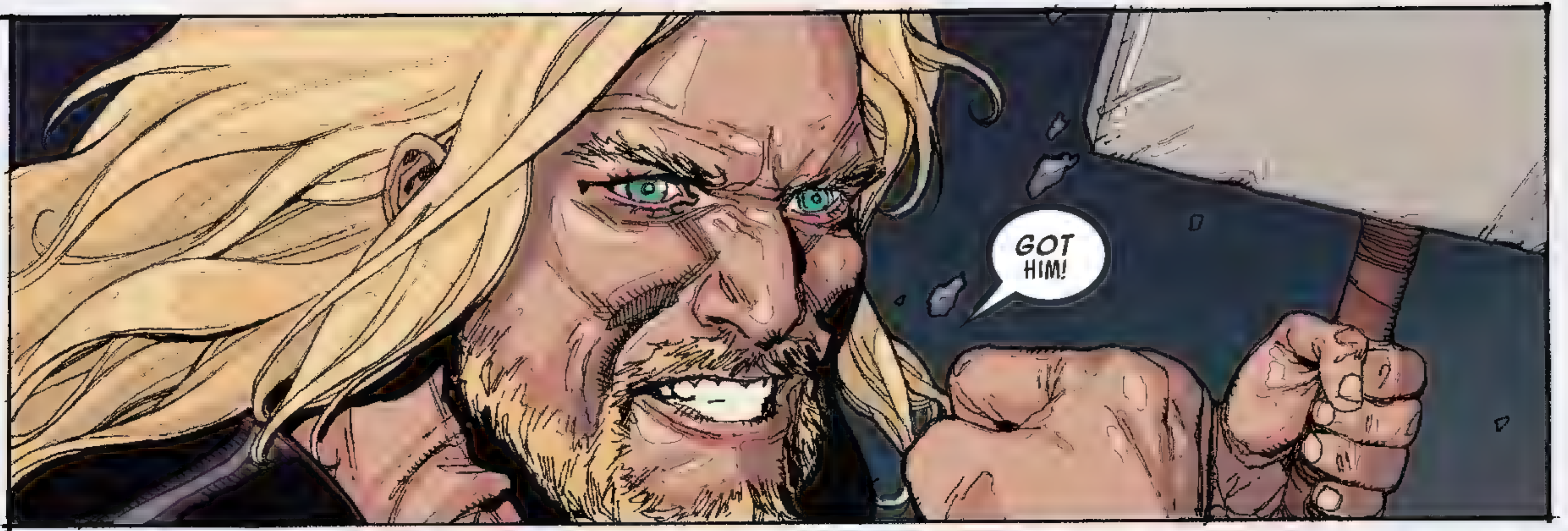




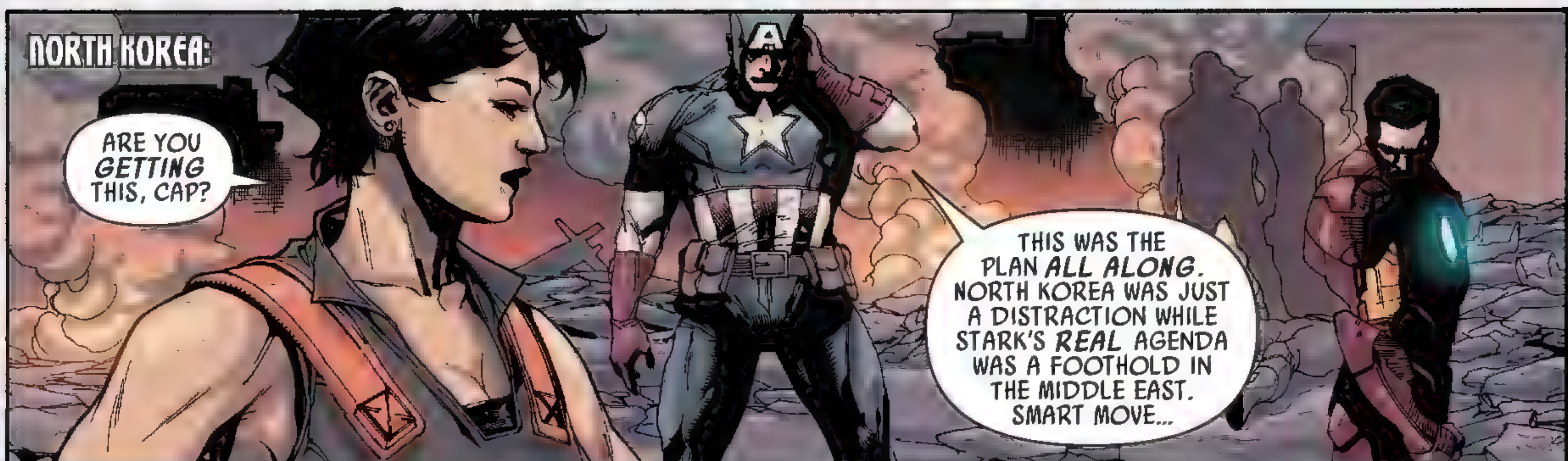
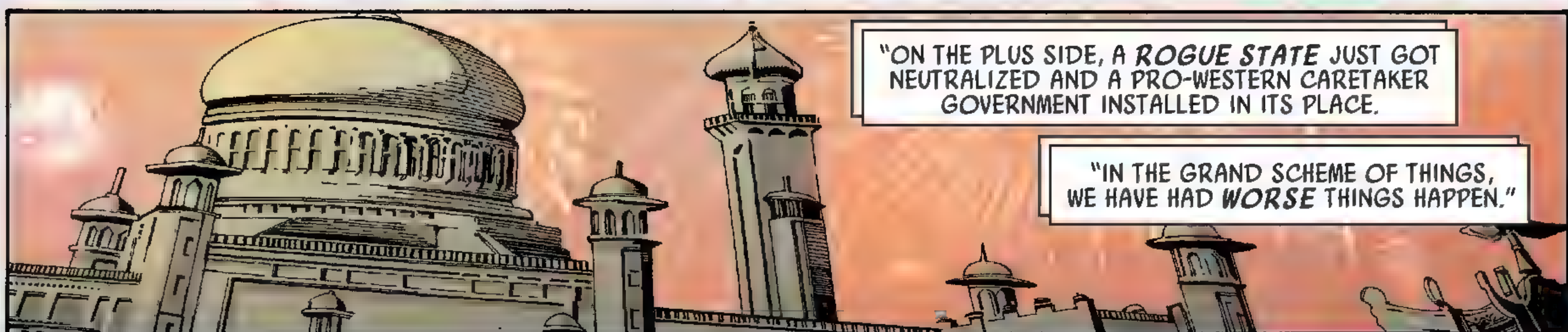




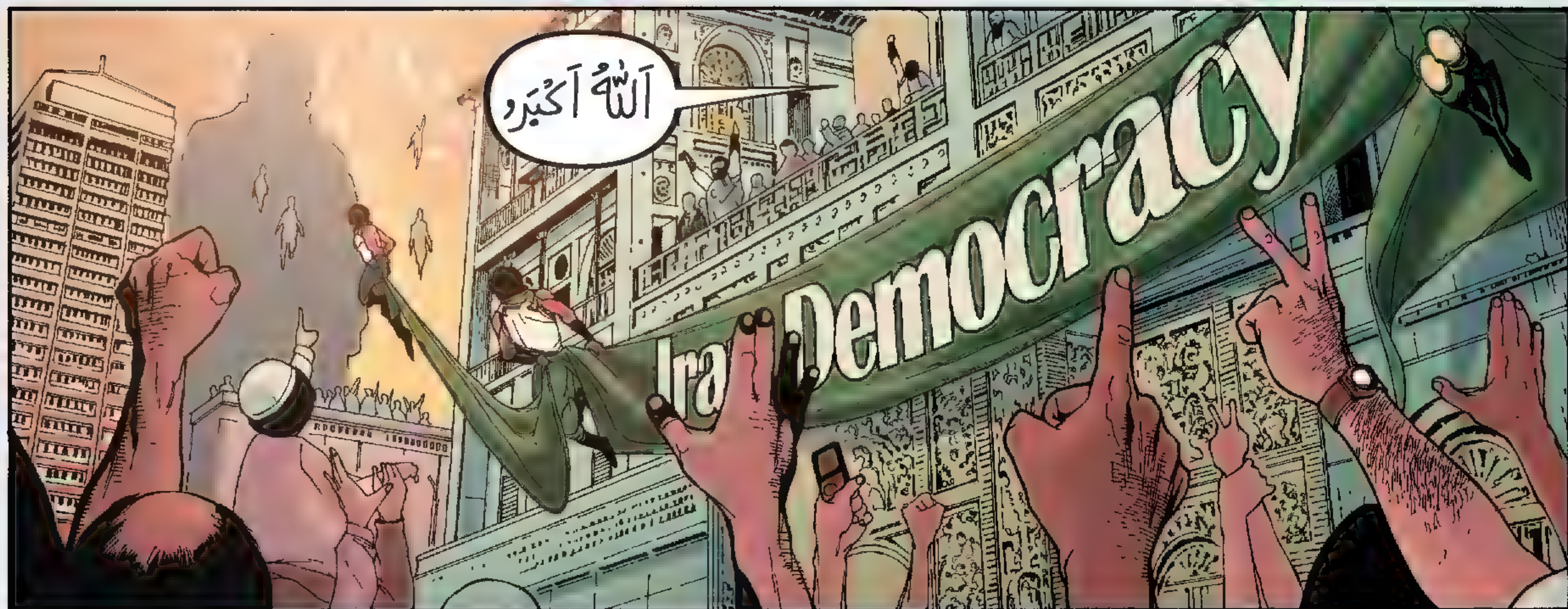












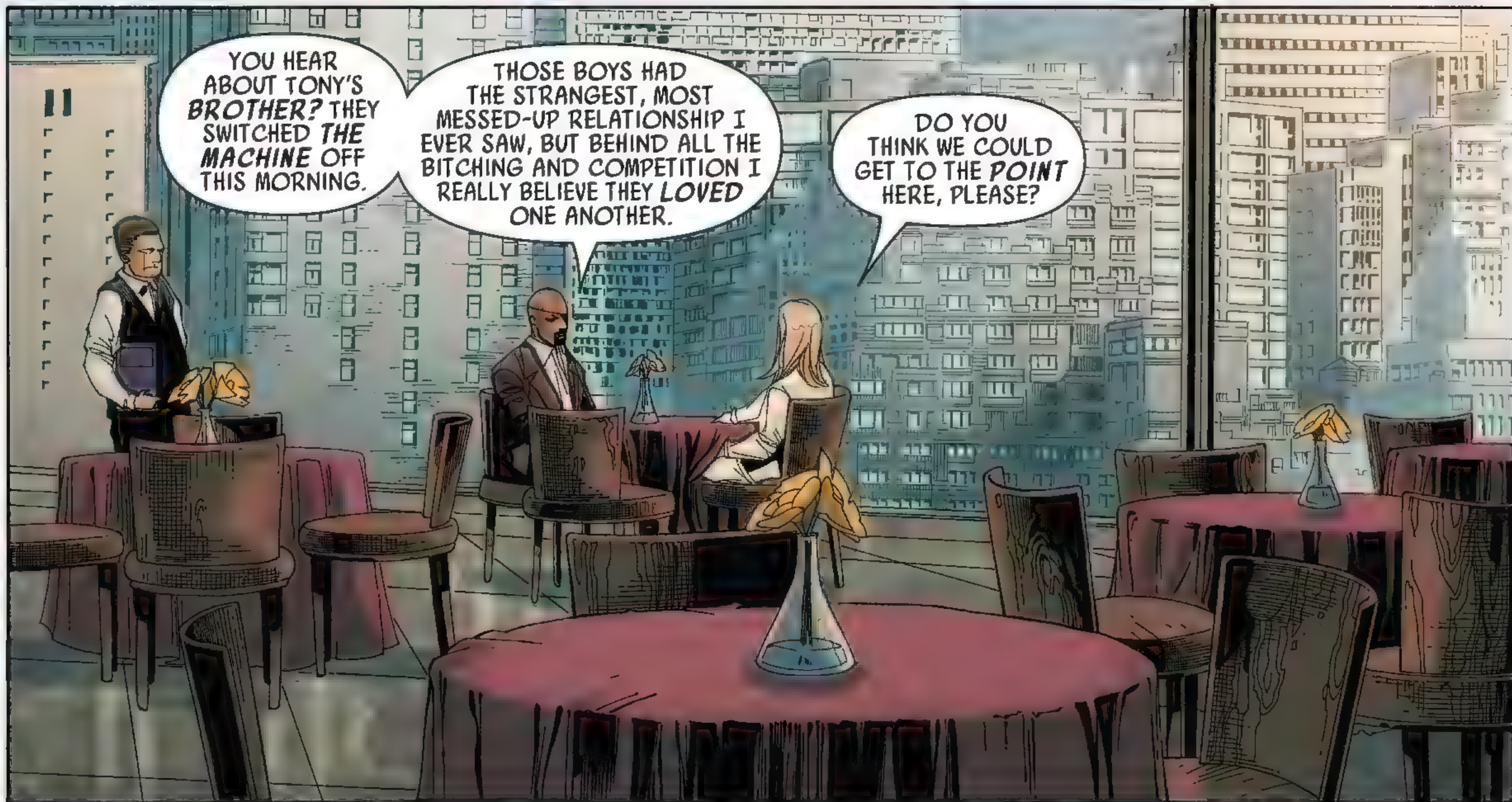




NEW YORK CITY!

"THANKS FOR COMING,  
COLONEL DANVERS.  
HOW'S THE HIP?"

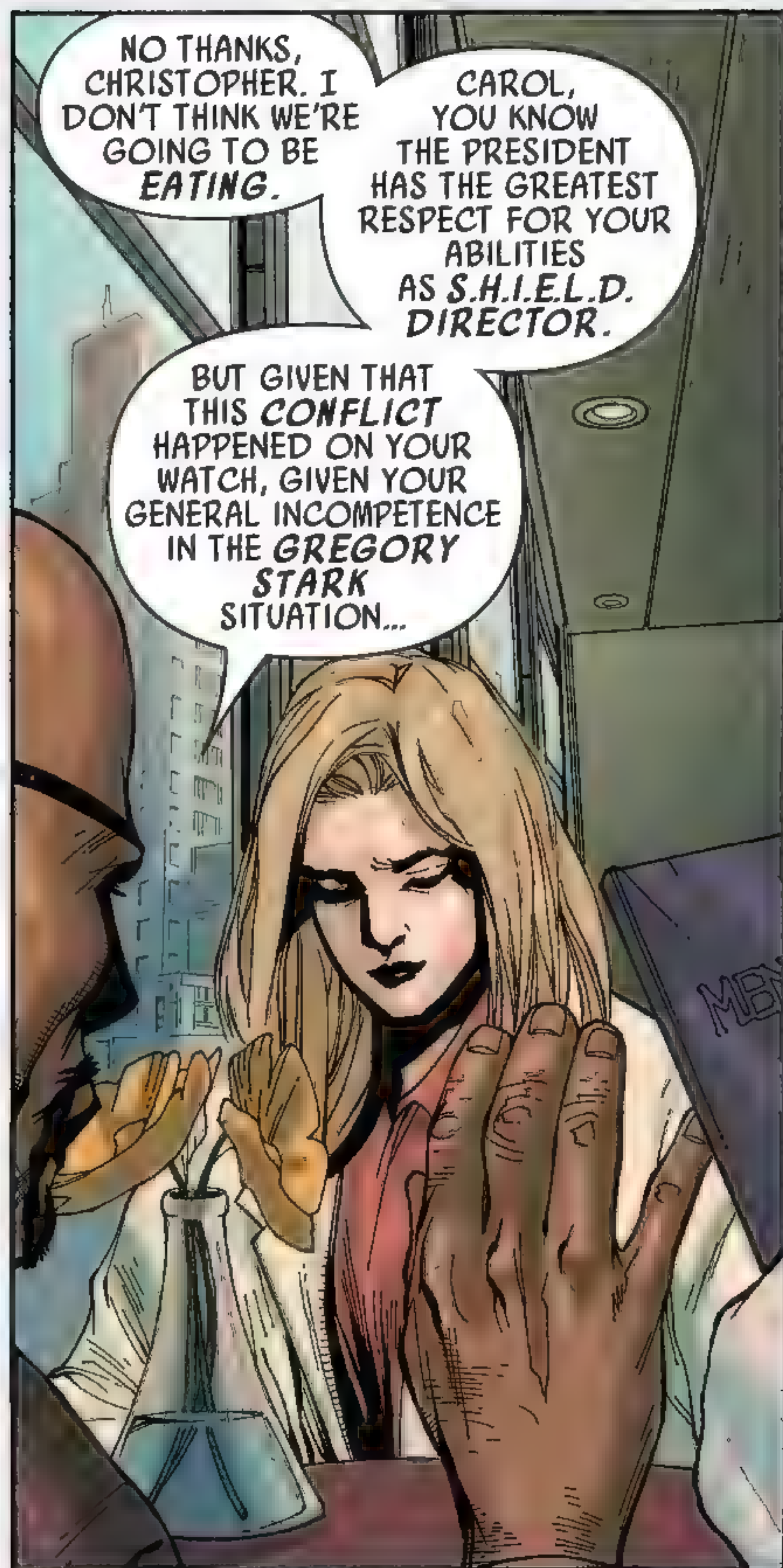
"ACTUALLY, IT'S MY FEMUR  
AND TIBIA, GENERAL FURY. BUT  
BOTH ARE HEALING AS  
WELL AS CAN BE EXPECTED."



YOU HEAR  
ABOUT TONY'S  
BROTHER? THEY  
SWITCHED *THE  
MACHINE* OFF  
THIS MORNING.

THOSE BOYS HAD  
THE STRANGEST, MOST  
MESSED-UP RELATIONSHIP I  
EVER SAW, BUT BEHIND ALL THE  
BITCHING AND COMPETITION I  
REALLY BELIEVE THEY *LOVED*  
ONE ANOTHER.

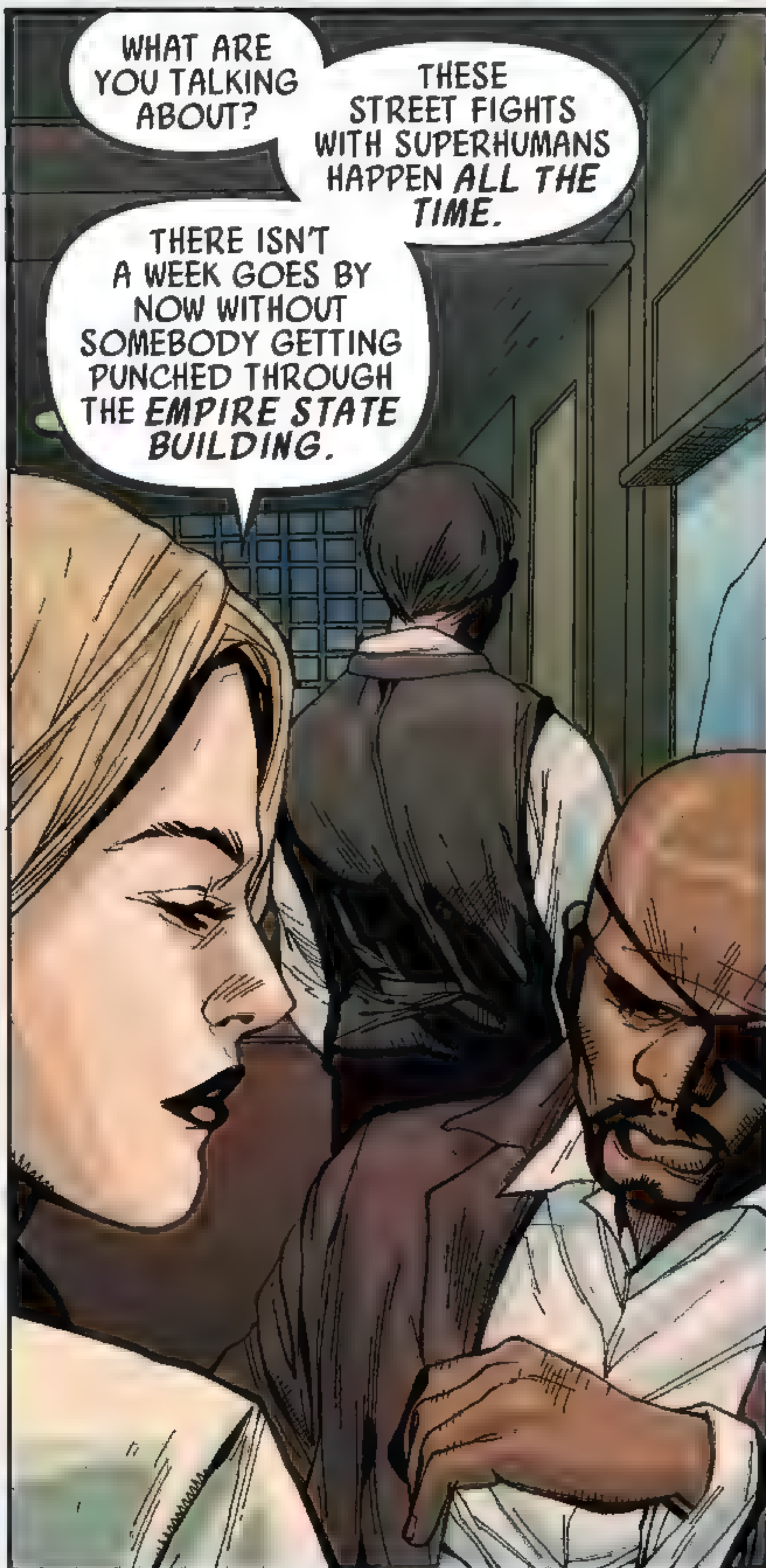
DO YOU  
THINK WE COULD  
GET TO THE *POINT*  
HERE, PLEASE?



NO THANKS,  
CHRISTOPHER. I  
DON'T THINK WE'RE  
GOING TO BE  
*EATING*.

CAROL,  
YOU KNOW  
THE PRESIDENT  
HAS THE GREATEST  
RESPECT FOR YOUR  
ABILITIES  
AS *S.H.I.E.L.D.*  
DIRECTOR.

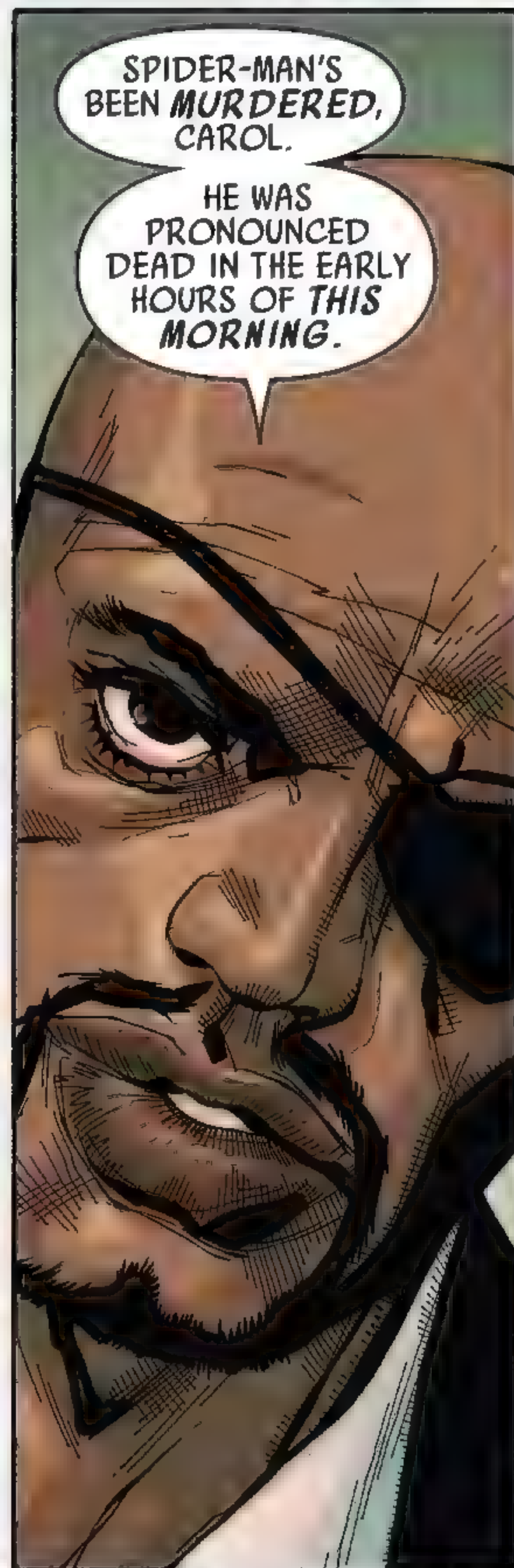
BUT GIVEN THAT  
THIS *CONFLICT*  
HAPPENED ON YOUR  
WATCH, GIVEN YOUR  
GENERAL INCOMPETENCE  
IN THE *GREGORY  
STARK*  
SITUATION...



WHAT ARE  
YOU TALKING  
ABOUT?

THESE  
STREET FIGHTS  
WITH SUPERHUMANS  
HAPPEN *ALL THE  
TIME*.

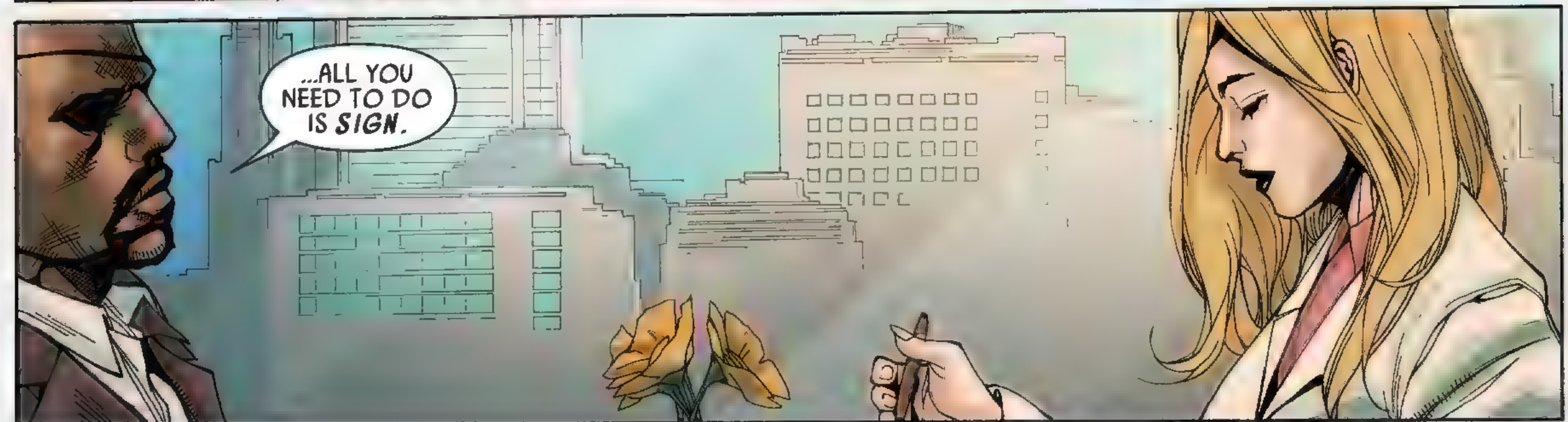
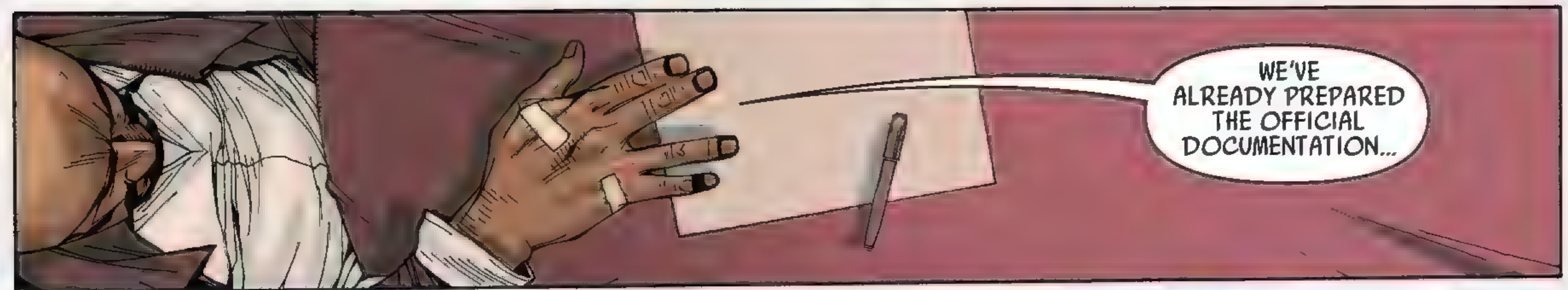
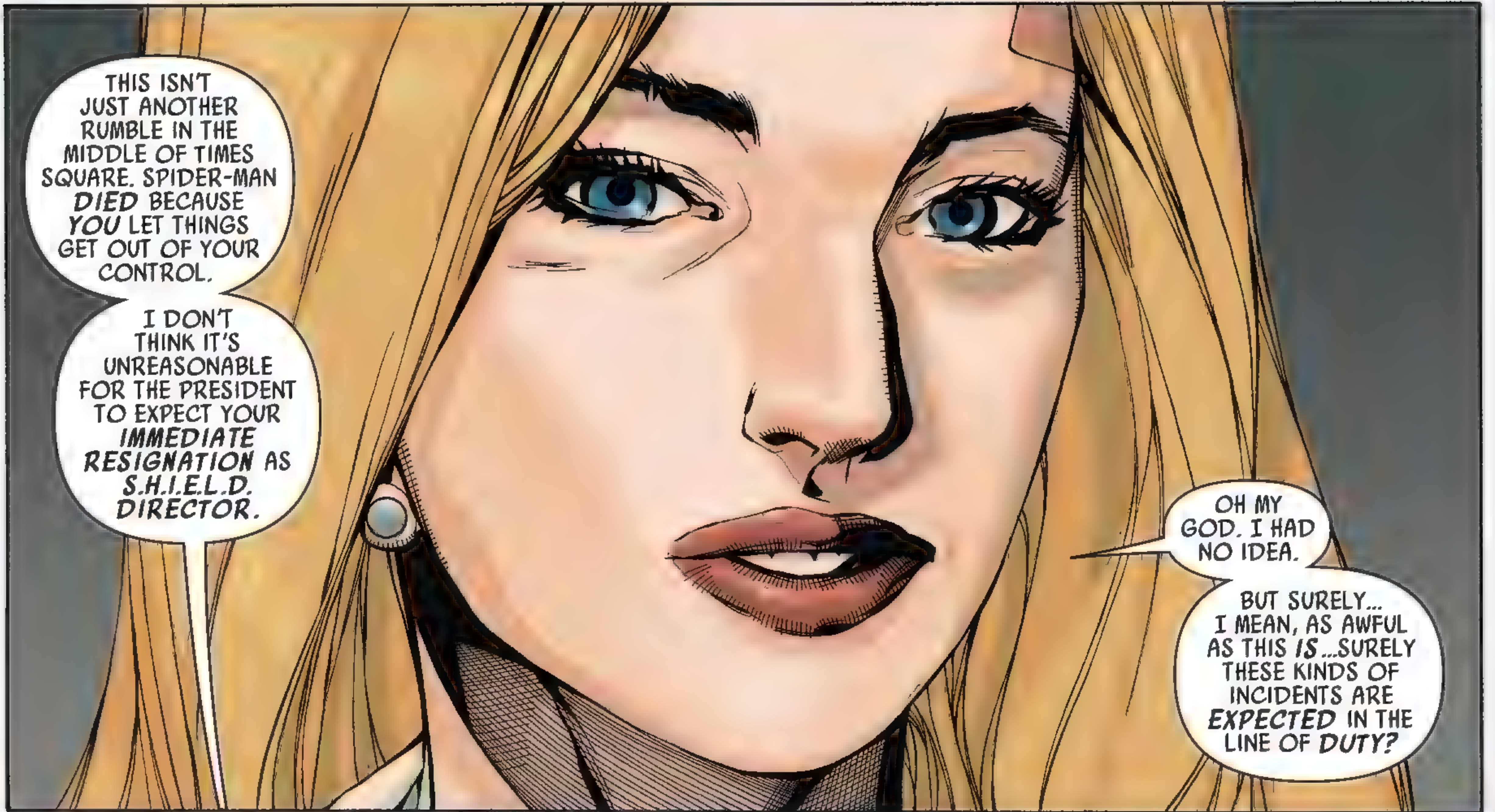
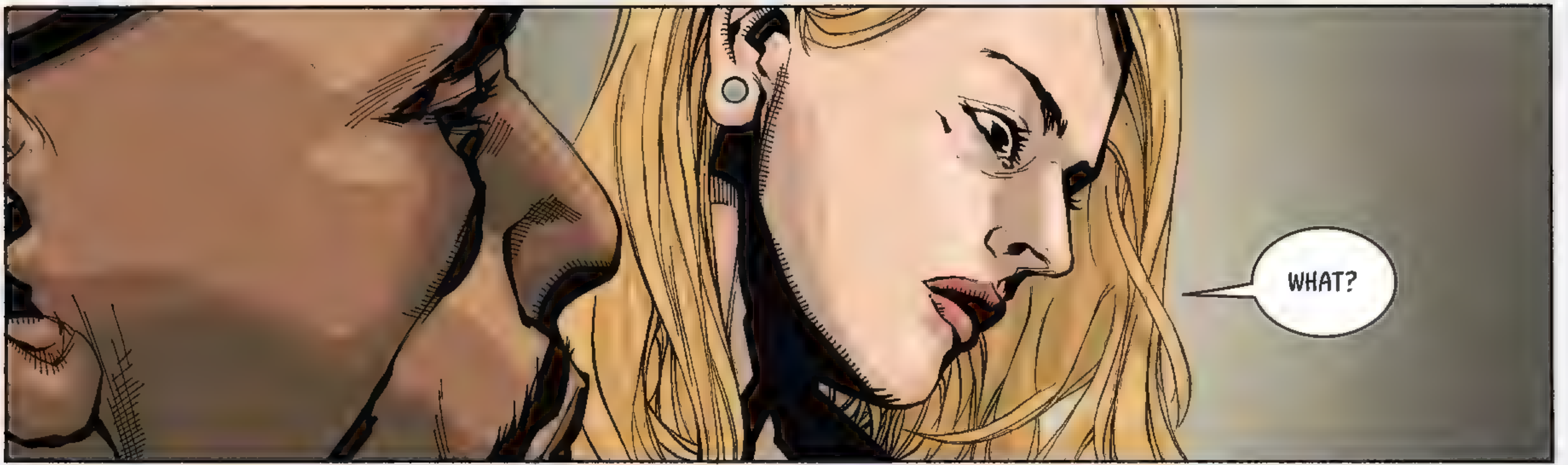
THERE ISN'T  
A WEEK GOES BY  
NOW WITHOUT  
SOMEBODY GETTING  
PUNCHED THROUGH  
THE *EMPIRE STATE  
BUILDING*.



SPIDER-MAN'S  
BEEN *MURDERED*,  
CAROL.

HE WAS  
PRONOUNCED  
DEAD IN THE EARLY  
HOURS OF *THIS  
MORNING*.









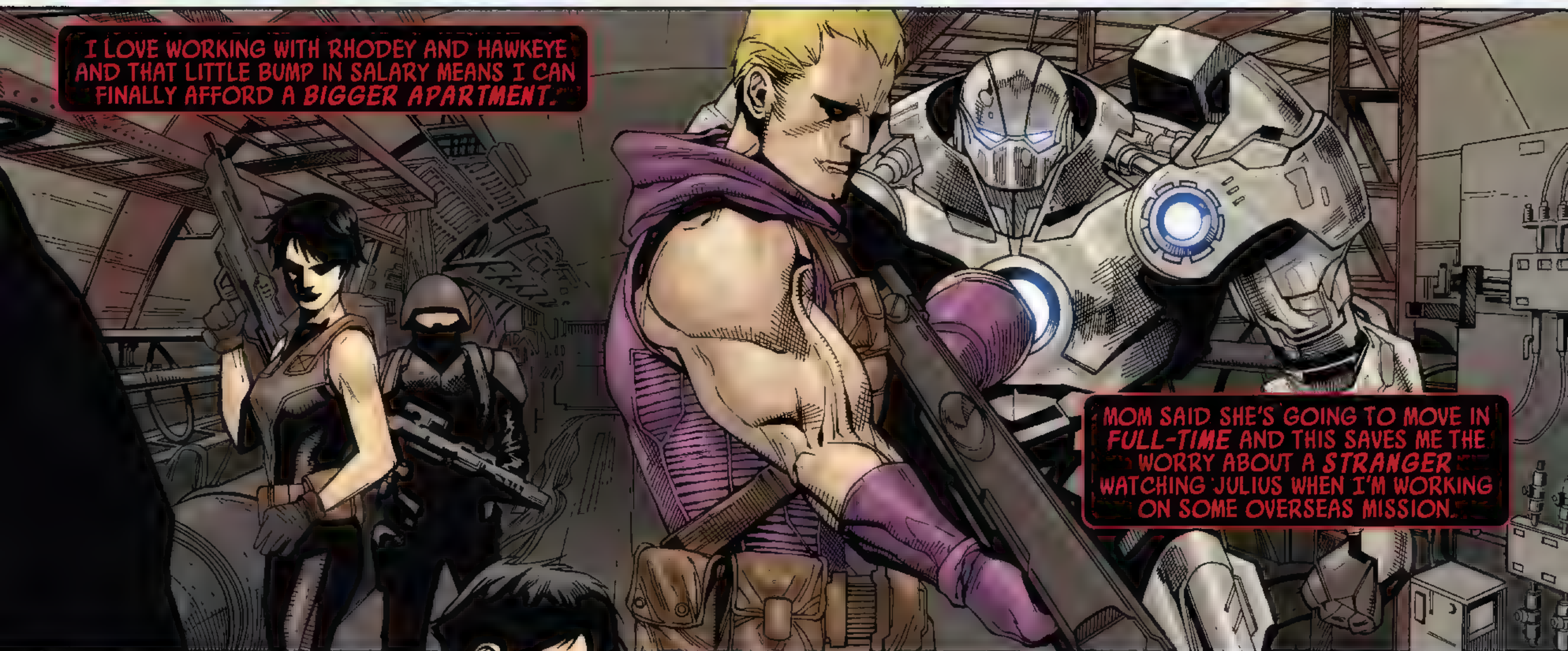
BLACK WIDOW'S APARTMENT:

CONGRATULATIONS, NICK. I EXPECT YOU MUST BE VERY PLEASED ABOUT GETTING YOUR OLD JOB BACK.

I KNOW YOU DON'T ALWAYS **ACHIEVE** THESE THINGS BY BEING A GOOD PERSON, BUT AT THE SAME TIME I REALIZE THAT THERE IS NO ONE BETTER QUALIFIED IN **SAFEGUARDING** THIS COUNTRY.

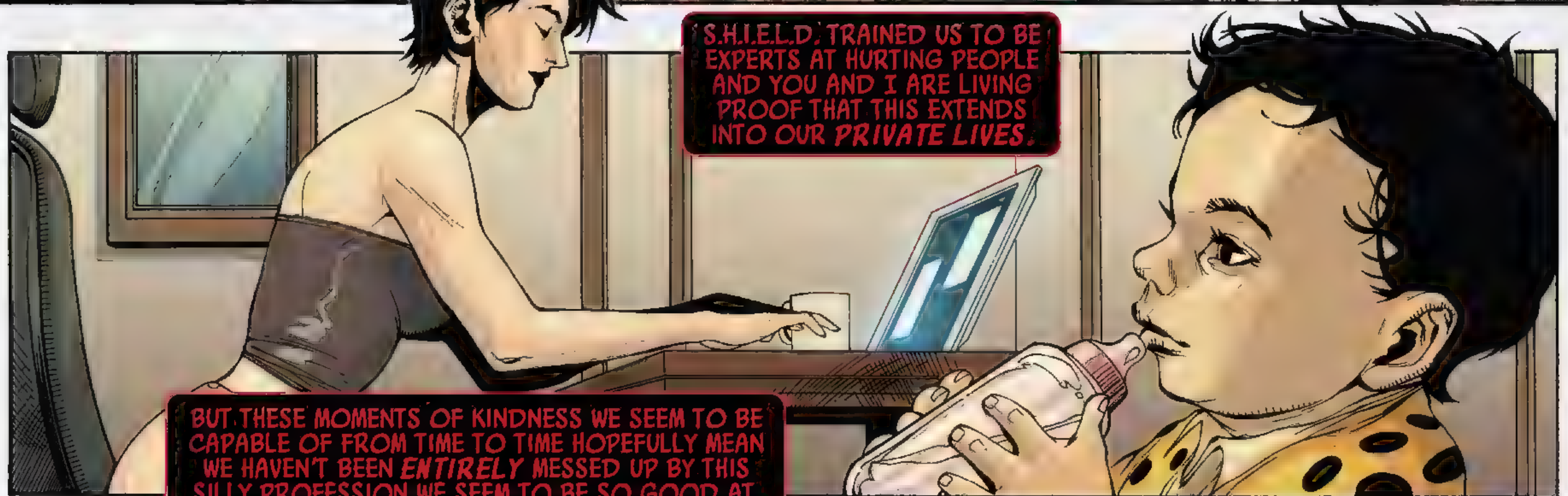
YOU KNOW HOW HARD I FIND BEING PLEASANT TO YOUR FACE. WRITING AN EMAIL TENDS TO BE MUCH **EASIER**.

BUT I WANTED TO SAY THANK YOU FOR RECOMMENDING ME AS YOUR SECOND-IN-COMMAND AND AS YOUR REPLACEMENT IN **HEADING UP** THE AVENGERS' **BLACK OPS** DIVISION.



I LOVE WORKING WITH RHODEY AND HAWKEYE AND THAT LITTLE BUMP IN SALARY MEANS I CAN FINALLY AFFORD A **BIGGER APARTMENT**.

MOM SAID SHE'S GOING TO MOVE IN **FULL-TIME** AND THIS SAVES ME THE WORRY ABOUT A **STRANGER** WATCHING JULIUS WHEN I'M WORKING ON SOME OVERSEAS MISSION.



S.H.I.E.L.D. TRAINED US TO BE EXPERTS AT HURTING PEOPLE AND YOU AND I ARE LIVING PROOF THAT THIS EXTENDS INTO OUR **PRIVATE LIVES**.

BUT THESE MOMENTS OF KINDNESS WE SEEM TO BE CAPABLE OF FROM TIME TO TIME HOPEFULLY MEAN WE HAVEN'T BEEN **ENTIRELY** MESSED UP BY THIS SILLY PROFESSION WE SEEM TO BE SO GOOD AT.



THE PUNISHER TEXTED TO SAY HE'S HAVING A GOOD TIME TORTURING HIS FELLOW INMATES AT SAN QUENTIN PRISON AND BLADE SEEMED EQUALLY HAPPY WITH HIS REWARD FOR THE WET-JOB TOO.

BUT IT'S WHEN I CHECKED IN ON TYRONE CASH'S FAMILY AND FOUND OUT THEY'D BEEN GIVEN A GENEROUS S.H.I.E.L.D. PENSION FOR THE REST OF THEIR LIVES THAT I STARTED TO GET A LITTLE WORRIED.

WAS THIS A SIGN OF RESPECT FOR THE PEOPLE YOU'VE BEEN WORKING WITH? OR A CRIPPLING GUILT BECAUSE YOU'VE USED US YET AGAIN?

SPIDER-MAN IS DEAD, NICK. THE BEST AND BRIGHTEST KID I EVER MET, SNUFFED OUT LIKE A CANDLE.

CHUNKS HAVE BEEN TAKEN OUT OF NEW YORK CITY...

...AND A GOOD WOMAN HAS HAD HER CAREER TORN TO SHREDS.

PLEASE TELL ME I'M BEING PARANOID AND THIS WASN'T ALL COLLATERAL DAMAGE...

A PRICE WORTH PAYING FOR YOU GETTING WHAT YOU FELT WAS YOURS.



THE NEW TRISKELION,  
SOMETIME LATER:



WHAT ARE WE  
GOING TO DO ABOUT  
THE TRISKELION IN IRAN?  
WELL, WE ACTUALLY THOUGHT  
WE MIGHT JUST **LEAVE** IT  
THERE, GENERAL.

THEIR NICE,  
NEW GOVERNMENT IS  
VERY PRO-AMERICAN SO  
WE'VE DECIDED TO DONATE  
IT AS A GESTURE OF  
GOODWILL AND BUILD A  
**NEW** TRISKELION HERE  
ON THE EAST COAST.

I HOPE YOU  
GUYS DON'T  
HAVE A **PROBLEM**  
WITH THAT OR  
ANYTHING?



TO BE HONEST, NICK,  
WE FEEL THIS SENDS  
A HIGHLY AGGRESSIVE  
MESSAGE. NOT JUST TO THE  
NEIGHBORING ARAB  
COUNTRIES, BUT TO THE  
GOVERNMENT HERE AND  
IN CHINA TOO.

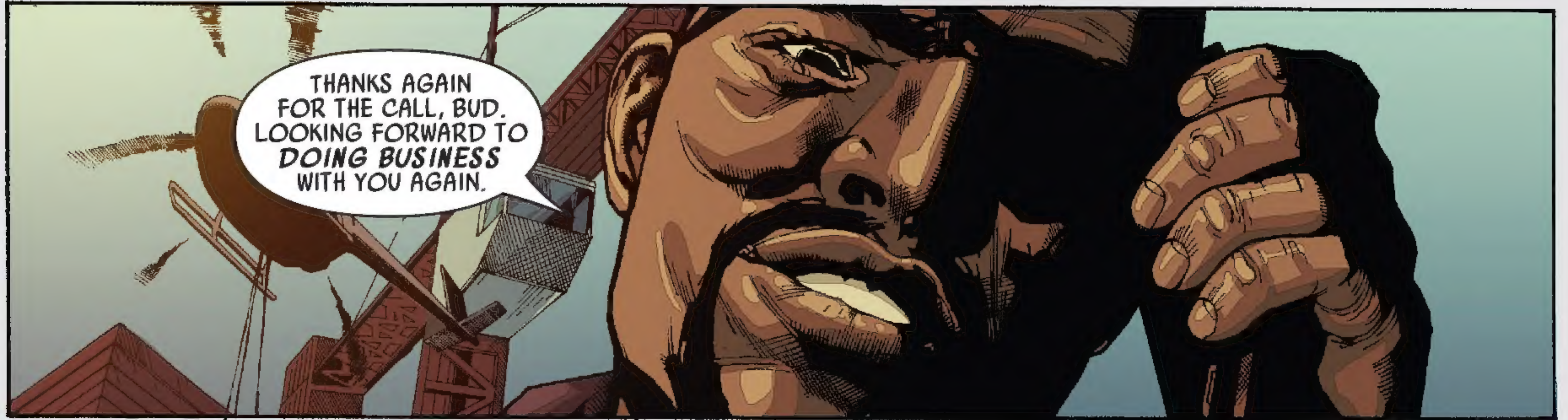
SOME PEOPLE  
ARE ASKING WHERE THE  
**NEXT** TRISKELION IS  
GOING TO BE BUILT. A  
LOT OF OUR FRIENDS  
ARE VERY **NERVOUS**.



WELL, I'D SAY  
THEY'RE **RIGHT** TO  
BE NERVOUS. AFTER  
ALL, IF THE PRO-  
DEMOCRACY MOVEMENT  
WAS ABLE TO RISE UP IN  
IRAN, THERE'S NO REASON  
THEY COULDN'T DO  
THE SAME IN OTHER  
COUNTRIES.

I GUESS YOU  
JUST NEED TO  
KEEP YOUR **NOSES**  
CLEAN AND DO YOUR  
BEST NOT TO **PISS**  
**ME OFF**. RIGHT,  
VIKTOR?









**#4 VARIANT** BY  
BRYAN HITCH, PAUL NEARY & PAUL MOUNTS



**#5 VARIANT** BY  
FRANK CHO & BRANDON PETERSON



**#6 VARIANT** BY  
BRYAN HITCH, PAUL NEARY & PAUL MOUNTS



# WHEN EARTH'S MIGHTIEST HEROES COLLIDE, **WILL SPIDER-MAN PAY THE ULTIMATE PRICE?**

Plans for America's next generation of super-soldiers have been stolen and sold to the highest bidder. While Carol Danvers and the Ultimates blame Nick Fury, the leader of the Avengers, for the theft, the black-ops mastermind believes Danvers herself to be the culprit. The teams' mistrust erupts into violence as Captain America, Iron Man, Thor, the Punisher, War Machine and more collide in the middle of New York City. And Spider-Man is caught in the crossfire!

Collecting *Ultimate Comics Avengers vs. New Ultimates* #1-6 — written by Mark Millar, and illustrated by Leinil Yu and Stephen Segovia.



**MARVEL**

**PARENTAL ADVISORY**



